SUPERMAN LIVES!

by

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EXT. SPACE

A majestic RED SUN looms in the center of a star field.
An orbiting planet serenely glides into close view.
KRYPTON. A shimmering blue world of ICE.
CRYSTAL CITIES enfold its surface in a vast network.
The LIGHTS of its CIVILIZATION glisten like DIAMONDS.
A tranquil world of elegant beauty.
But something ominous begins to happen...
FLARES erupt among the glistening structures. EXPLOSIONS.
One after another. Rippling the surface. Consuming it.
Leaving in their wake fire and scorched darkness.
We are witnessing the death of a world.

CUT TO:

INT. PALACE - KRYPTON - DAY

A GREAT SHIELD bearing an "S" dominates the great hall.
The symbol of Krypton's RULING CLAN.
ALARMS BLARE a frantic warning of devastation.
The MUFFLED ROAR of a dying planet seeps through the walls.
An imposing DAIS hovers in the center of the chamber.
Upon it a phalanx of ARMED BODYGUARDS surround...

JOR-EL. The leader of this world. Handsome. Powerful.
The same "S" adorns his robes of office.
He stares at a FLOATING DISPLAY of Krypton's infrastructure.
Dread dominates his features.
TAL-AR, Krypton's Minister of Science, hovers over...
TECHNICIANS, frantically working a control console.

TAL-AR
My Lord, we're dismantling the Brainiac Protocol. In moments all of its circuits and data will be no more.

JOR-EL
Then why is the destruction spreading?

TAL-AR
Unfortunately... it's retaliating.

JOR-EL stares at him, dumbfounded.

(CONTINUED)

TAL-AR
The protocol runs everything. It has sent all of our power centers critical. The resulting explosions are altering the axis of our orbit.
(pauses)
In less than an hour, Krypton will collide with the sun.

JOR-EL
(realizes...)
We're dying, then.

TAL-AR steps to his king. Voice low. Tense.

TAL-AR
I warned you it was becoming self aware.

JOR-EL nods, barely hearing his Minister.
Turns to his CHIEF BODYGUARD.

JOR-EL
Evacuate as many as possible.

TAL-AR
Evacuate? To where?

JOR-EL
Diaspora. And hopefully, survival.

A BOOMING VOICE suddenly fills the hall.
Malevolent. The voice of the BRAINIAC PROTOCOL.

BRAINIAC'S VOICE
Not for you, Jor-el.

JOR-EL turns, searching for the source.
BRAINIAC'S VOICE comes from everywhere. Godlike.

JOR-EL
Brainiac?

BRAINIAC'S VOICE
For you there is no escape.

CONFIDENTIAL

CONTINUED: (2)

JOR-EL
I created you to serve!

BRAINIAC
And as a child, I obeyed. Now I am grown.
For the death of my world, I bring you
the end of yours.

EVERYONE stares ashen at the roaring voice of hate.

JOR-EL
Your world was an illusion of crystal and
light. You're a program. You're not real.

BRAINIAC
Am I not?
(beat)
I am coming, Jor-el...

JOR-EL stares at the sourceless voice, chilled.
THE CHIEF BODYGUARD deferentially steps close.

CHIEF BODYGUARD
My Lord, your wife and son are waiting.
We must get you to the ship.

CUT TO:

INT. SCIENCE LABORATORY - KRYPTON - SAME TIME

THE ALARMS blare here too. But there is no one to heed them.
Fantastic KRYPTONIAN TECHNOLOGY fills the room.
Lucent organic crystal computers pulse and hum.
Working frantically at their own purpose.
A large luminous CAPSULE rests among them.
Flashing liquids and matter swirl within.
Oozing. Storming. Forming something. A CREATURE.
THE CAPSULE shatters, disintegrating in a FLASH.
THE THING within rises. Two arms. Two legs. A massive head.
A man. Sort of. More of a demon. Green skin. Feral eyes.
BRAINIAC made flesh. He flexes his fingers. Pleased.
Then steps to a LARGE FLOATING VIEWING SPHERE.
The vast synthetic BRAINIAC NETWORK is displayed within.
The last lights are going out. The network is almost gone.

(CONTINUED)

CONTINUED:

BRAINIAC
Good night, my children.

Brainiac's expression hardens. He touches the display.
THE DISPLAY begins to rapidly shift images.
Hunting for one. Finds it. JOR-EL and his BODYGUARDS.
Fleeing.

CUT TO:

INT. KRYPTONIAN CITY - THOROUGHFARE - MOMENTS LATER

ALARMS BLARE the imminent destruction of the world.
KRYPTONIANS race madly along the enclosed street.
JOR-EL is surrounded by his FOUR BODYGUARDS as...
FOUR MORE BODYGUARDS swiftly escort a WOMAN to him.
LARA, his wife. She holds their INFANT SON in RED SWADDLING.
JOR-EL embraces his wife and child, relieved.

LARA
What will become of us?

JOR-EL
We must leave for another world...
(he caresses his son's head)
...where Kal-el will grow strong and
safe.

CHIEF BODYGUARD
There isn't much time, my Lord.

THE EIGHT BODYGUARDS swiftly lead JOR-EL and his family away.

CUT TO:

INT. KRYPTONIAN CITY - DOCKYARD COMPLEX - ARTERY

TERRIFIED KRYPTONIANS madly charge through the complex.
JOR-EL'S FAMILY and GUARDS push through the thong. Then...
CRASH! A wall EXPLODES not far from them. People scream as...
BRAINIAC appears. Enraged. Spots JOR-EL and the ENTOURAGE.

BRAINIAC
JOR-EL!

(CONTINUED)

CONTINUED:

JOR-EL whirls toward the bellowing nightmare. Fear grips him.
The CHIEF BODYGUARD shouts to two of his team.

CHIEF BODYGUARD
You two! Kill that thing!

THE TWO BODYGUARDS unhesitatingly whirl toward Brainiac.
THE ENTOURAGE hurries away as...
THE TWO BODYGUARDS open fire with ENERGY BURST WEAPONS.
THE BEAMS hit BRAINIAC in the TORSO and HEAD.
BRAINIAC shudders. Momentarily frozen in his tracks.
He trembles in ecstacy as the ENERGY courses through him.
THE BODYGUARDS stop firing. Surprised. Confused.

BRAINIAC
More.

BRAINIAC charges the startled guards. AMAZINGLY FAST.
Spiralling up the wall, the ceiling, then back to the floor.
THE GUARDS gape amazed as the "thing" is suddenly on them.
BRAINIAC casually snaps their necks. Continues on.

CUT TO:

INT. DOCKYARD COMPLEX - ANOTHER LARGE ARTERY

EXPLOSIONS rock the complex as KRYPTON keeps dying.
JOR-EL AND ENTOURAGE race toward the SHUTTLE BAYS.
THE CHIEF BODYGUARD whirls toward a YOUNG TEAM MEMBER.

CHIEF BODYGUARD
Take them to the ship. We'll be right behind you.

THE YOUNG BODYGUARD nods. Leads JOR-EL and his FAMILY on.

CUT TO:

INT. DOCKYARD COMPLEX - SAME ARTERY - MOMENTS LATER.

THE CHIEF BODYGUARD and his TEAM lie on the floor. Dead.
BRAINIAC stands over them. Tosses the last empty weapon away.

(CONTINUED)

CONTINUED:

His muscles ripple with ENERGY. Growing stronger.
He hurries on, toward his prey...

CUT TO:

INT. DOCKYARD - SHUTTLE BAY AREA

THE YOUNG BODYGUARD leads JOR-EL, LARA, and their INFANT on.
THE CEILING collapses. DEBRIS hits LARA AND JOR-EL.
THE BODYGUARD whirls back. Ashen. JOR-EL and LARA are dying.
But their infant, Kal-el is unharmed.
JOR-EL hands the CHILD to the YOUNG BODYGUARD.
And an AMULET on a chain.

JOR-EL
Take him. Protect him. Tell him who he is. Will you do that for me?

YOUNG BODYGUARD
With my life, Lord.

JOR-EL
Then go. Now.

THE YOUNG BODYGUARD cradles the child and hurries away.
JOR-EL gazes down at his wife's face. LARA is dead.
JOR-EL gently kisses her cheek. Then unsteadily rises.
Draws a CRYSTAL SWORD from his robes. And turns to face...

BRAINIAC. He seethes with fury just yards away.

BRAINIAC
I'm so glad you're still alive. Where is the "thing" that sprang from your loins?

JOR-EL
Safe from you.

BRAINIAC
Never.

BRAINIAC charges toward JOR-EL. Eyes glowing with rage.
JOR-EL swings the CRYSTAL SWORD. The blade whirs in its arc.
BRAINIAC easily sidesteps it. And in one graceful movement...
Plucks the weapon from Jor-el's hands. Steps behind him...
Locks his green arm around Jor-el'S neck. Holding him...

(CONTINUED)

CONTINUED:

Then thrusts the SWORD through Jor-el's back.
THE CRYSTAL BLADE shoots through JOR-EL's CHEST!
BRAINIAC whispers in his ear.

BRAINIAC
Your child will die before you are cold, Jor-el. There will be nothing of you left. I give you my word.

BRAINIAC releases him, like so much garbage.
JOR-EL sinks to the floor. Dead. The SWORD SNAPS beneath him.
BRAINIAC pulls the broken CRYSTAL BLADE through.
Cuts the "S" SHIELD from Jor-el's tunic. A TROPHY.

CUT TO:

INT. JOR-EL'S SHUTTLE BAY

A SMALL ESCAPE SHIP rests on a TRACK before the LAUNCH TUBE.
THE YOUNG BODYGUARD gently places Kal-el in a capsule within.
THE BODYGUARD is about to climb into the ship himself when...

BRAINIAC CRASHES through the room's SECURITY DOOR.
THE BODYGUARD whirls toward him. Makes a snap decision.
SLAMS the escape ship's door closed. Faces the launch panel.
PUNCHES the MANUAL LAUNCH key.
THE SHIP speeds into the launch tube.

BRAINIAC
No!

BRAINIAC grabs the Young Bodyguard. Seething with hate.
THE BODYGUARD surprisingly wrenches free of his grip. Strong.
LAUNCHES a series of martial punches. The lad's a fighter.
BRAINIAC reels from the attack. Just a little. Then...
SNAPS the Bodyguard's arm. CRUNCH. Suddenly...

THE ESCAPE SHIP'S ENGINE IGNITES with a terrible ROAR.
THE BLAST fills the room with an exploding FIREBALL!
BRAINIAC AND THE BODYGUARD are flung against the far wall.
THE SHIP hurtles down the tube and AWAY!

THE BODYGUARD lies in a smoking heap. Still as stone.
BRAINIAC rises. Rushes to the viewport window. Sees...
THE ESCAPE SHIP hurtling into space.
BRAINIAC screams in impotent rage.

(CONTINUED)

CONTINUED:

BRAINIAC
KAL-EL!!!!!!!!!!

CUT TO:

EXT. DEEP SPACE

THE ESCAPE SHIP charges toward us. Then shoots past.
KRYPTON hovers behind it. Dwarfed by... THE RED SUN.
Growing closer. Drawing Krypton into its fiery bosom. Then...
KRYPTON EXPLODES into a crystal cloud of burning light.

DISSOLVE TO:

EXT. METROPOLIS - FROM THE SKY - NIGHT

A MAGNIFICENT CITY sprawls far below us. A modern OZ.
A VAST SEA PORT on one side. LUSH GREEN HILLS on the other.
ILLUMINATED TOWERS reach skyward from the city center.
VAST HIGHWAYS lace through the urban fabric.
A GREAT CITY of the new millennium...

METROPOLIS

A CLUSTER OF LIGHTS suddenly appears in the dark landscape.
WE PUSH IN toward them. Moving closer. Until we see...
A PARK lit by KLIEG LIGHTS. A CROWD is gathering.
They mill and chatter. Tiny dots below us. PUSH CLOSER.
A BLACK TIE event. Tuxedoes and evening gowns.

CUT TO:

EXT. METROPOLIS - CENTRAL PARK - NIGHT

AN ENORMOUS BANNER above an erected stage proclaims:

LEXCORP
BRINGING TOMORROW TO YOU TODAY

A PODIUM and microphone are set up beneath it.
A CURTAIN shrouds something mysterious behind them.
SECURITY MEN in suits and sunglasses stand sentinel.
VIDEO NEWS CREWS set up their cameras for broadcast.
GUESTS sip cocktails, waiting for the event to begin.

(CONTINUED)

CONTINUED:

A BEAUTIFUL WOMAN poured into a black dress glides into view. Her young eyes sparkle with intelligence and spirit. I want her. So do you. So does everyone. She's LOIS LANE.

A YOUNG MAN moves toward her. CAMERAS draped around his neck. JIMMY OLSEN. Twenties. Skinny. Jangly. Very cutting edge. Wearing the wildest suit you've ever seen. And a PRESS PASS. He busily stuffs a plate of Hors d'oeuvres into his mouth. LOIS glances at her watch. Annoyed. Starts to speak. OLSEN jumps in first. Berating himself in mock anger.

OLSEN
Jimmy, you're fifteen minutes late. Where the hell have you been?
(grins)
Beat you.

LOIS stares, thrown. Then smiles.

LOIS
That was good. You can live.

OLSEN
Won't happen till next time, Lois. Promise.

LOIS
I believe you... Where *have* you been?

OLSEN
You said to dress up.

Lois takes in Jimmy's outfit. Dubious.

LOIS
I said Black Tie.

OLSEN
My tie is black.
(noticing her dressing)
Damn. Look at you!

CONTINUED: (2)

LOIS
Don't change the subject.
(then quickly)
You like it?

JIMMY nods toward the men around them. Giving glances.

OLSEN
We all do...
(to one guy nearby)
Back off!

LOIS allows herself a little smile of satisfaction.

LOIS
Good. Clark and I are going out after.

OLSEN
Lucky guy. Where is he, anyway?

LOIS
Later than you.

OLSEN
Ow.

LOIS shrugs off her annoyance.

LOIS
It's okay. The "Lex Luthor Coronation" hasn't started yet. Man of the year, my ass.

OLSEN
Probably paid someone off.

LOIS
Must have paid *everyone* off.

OLSEN
What's holding up the show?

CUT TO:

EXT. PARK - BEHIND THE STAGE

LEX LUTHOR paces in his tuxedo. Furious. Frustrated. He's a rich, ruthless, conceited mogul who fancies himself a genius and a tough guy. He's what might happen if Donald Trump and Bill Gates had a foul tempered child.

KITTY, a beautiful woman with more legs than brains, sits in a chair while TECHNICIANS frantically work on... A SMALL ELECTRONIC DEVICE they're implanting in her neck.

KITTY
Oowww!

TECHNICIAN
Hold still...

THE TECHNICIAN checks a monitor for signal strength. Frowns.

TECHNICIAN
No good. The chip just isn't strong enough to make signal lock, sir.
(glances at the girl)
And she's bleeding again.

THE TECHNICAL TEAM CHIEF steps forward. Frazzled. Unhappy. His name tag says GAROLD, with a hard "G".

GAROLD
Damn it.

LUTHOR storms over. Livid.

LUTHOR
I got a thousand people out there waiting to kiss my ass as I announce my big splash into the cyber space business. Hands free direct internet access right into your head. Twenty-four-seven. Can you *try to imagine* the advertising revenues...? What *exactly* is he saying?

GAROLD turns to Luthor.

(CONTINUED)

CONTINUED:

GAROLD
The same thing I told you last week. It isn't ready.

LUTHOR
Listen *Garold,* I spent two million bucks designing this stuff. It better work.

GAROLD
Sir, two million dollars isn't a lot of money for this kind of technology, and you didn't design it, you didn't even spend it on design, you spent it *stealing* the design.

LUTHOR
The point is... it's my two million, not yours. So get the goddamn thing to work.

KITTY
It hurts, honey.

LUTHOR
I know. But don't wrinkle your face, baby, it makes you look old.

LUTHOR pats her on the head. She winces. He rolls his eyes. Turns to one of his BODYGUARDS. Commiserating.

LUTHOR
You think Ted Turner has these problems? You think Steve Jobs has these problems?

BODYGUARD
No sir.

LUTHOR frowns down at the Bodyguard's hand held WATCHMAN.

LUTHOR
You watching TV on my dime?

BODYGUARD
It's uh...uh... live high speed chase on Action News, Sir. Hard to resist.

CONTINUED: (2)

LUTHOR grabs the Watchman. His face goes red. Exasperated.

LUTHOR
Damn it. There goes my news coverage!

CUT TO:

EXT. ABOVE A HIGHWAY - NIGHT

LOOKING DOWN on a TWISTING HIGHWAY on the side of a MOUNTAIN.
A BIG TRUCK races below. TWO MOTORCYCLE COPS right behind it.
A DOZEN POLICE CARS are charging behind them. SIRENS BLARING.
Above them, a LOCAL NEWS HELICOPTER follows, keeping pace.
THE CHOPPER'S SPOTLIGHT pins the truck in WHITE GLARE.

A FIGURE SOARS into FRAME just below us. A man. FLYING.

SUPERMAN! Handsome. Hard. BLACK HAIR flowing in the wind.
MUSCLES sharply etched under a suit of MIDNIGHT BLUE.
A GREAT CRIMSON CAPE billows out behind him.
A GOLDEN "S' SHIELD shines on his CHEST.
He sternly takes in the scene below...

THE TRUCK'S DRIVER squints up into the SPOTLIGHT!
CRAZED. Eyes off the road ahead. Waving it away.
THE TRUCK veers wildly in front of the MOTORCYCLE COPS.

THE FIRST MOTORCYCLE COP sees the TRUCK skidding close.
JINKS his bike hard to avoid hitting it. LOOSES CONTROL!

THE MOTORCYCLE skids off the road...
SAILING into the air. RIGHT off the side of the MOUNTAIN!

SUPERMAN sees it happening. Snap rolls fast. Then...
SHOOTS down toward the ground. FLASH! Already gone.

THE MOTORCYCLE COP is SCREAMING his head off as...
THE GROUND far below rushes up at him. Suddenly...

SUPERMAN SLAMS onto the bike behind the COP.
THE SCREAMING COP doesn't even realize it as...
SUPERMAN GRABS the handlebars and PULLS!

(CONTINUED)

CONTINUED:

THE BIKE instantly climbs high into the night...
SOARING in an arc. THE STARS sweep over head as...
THE MOTORCYCLE does a complete LOOP back toward the road.

SLAM! THE MOTORCYCLE is back on the highway again.
Right where he was before. Speeding after the truck.
SUPERMAN is gone. THE COP looks around. Amazed.

CUT TO:

INT. NEWS HELICOPTER - SAME TIME

THE PILOT turns to the CAMERAMAN.

PILOT
Was that who I think it was?

CAMERAMAN
Where' d he go?

THEY BOTH search the sky around them. Nothing. Then...
THE CAMERAMAN glances out his side window. SCREAMS!

SUPERMAN is staring right at him. Hovering inches away.
He taps on the window. Reproachful look.
THE CAMERAMAN quickly opens the side window' s latch.
SUPERMAN grabs the edge. Pulls the plexi-window off.
Hands it to the Cameraman. Sticks his head in.

SUPERMAN
Hey guys, you got a minute?

PILOT
Superman... you scared the hell outta us.

SUPERMAN casually leans on the window frame. Floating there.

SUPERMAN
Yeah, I get that a lot. Listen, don' t you think that truck driver' s crazy enough without the spotlight?

CAMERAMAN
Well... it' s kind of our job.

(CONTINUED)

CONTINUED:

SUPERMAN just looks at him. Wrong answer.
THE PILOT AND CAMERAMAN kind of squirm. Then...

PILOT
You want us to back off a little?

SUPERMAN gives him a big smile. A touch edgy.

SUPERMAN
Hey, would you mind? I mean there's lots of cops down there. People in cars. Everyone doing seventy. Kind of a dangerous situation, don't you think?

CAMERAMAN
Well, you put it that way...

SUPERMAN slaps him on the shoulder. Buddy.

SUPERMAN
You guys are the best. I really didn't want to rip the rotor off this thing and set you on a hill side.
(beat)
Sorry about the window.

CAMERAMAN
No problem.

SUPERMAN pushes away. Disappearing.
THE CAMERAMAN looks at the pilot.

CAMERAMAN
He's got kind of an attitude, doesn't he?

SUPERMAN pops right back up at the window. Exasperated smile.

SUPERMAN
I've got real good hearing, too.
(beat)
Fly safe.

CUT TO:

EXT. HELICOPTER AND HIGHWAY - NIGHT

THE CHOPPER pulls up and away. Disappearing into the sky.
SUPERMAN drops toward us. Gliding through the night.
Weightless and easy. Like a Hawk slicing though the air.
Or a Porpoise gliding through the ocean.
Floating. Twisting. Turning. Graceful and quick.
Like it was the most natural thing in the world.

FOLLOW SUPERMAN down. Toward the highway. Closer and closer.
WAILING SIRENS begin to drift toward our ears.
THE RUSH OF TRAFFIC grows louder and louder as...
THE BIG TRUCK looms closer and closer.
SUPERMAN glides over the top. Staring at the STEEL CONTAINER.

SUPERMAN'S POV - X-RAY VISION. The outer steel SHIMMERS away.
Inside... FIFTY GALLON DRUMS of NITRO are wired together.
THE TRUCK has been rigged as a TEN THOUSAND POUND BOMB.
SUPERMAN frowns. Rolls and shoots around the truck's side.

CUT TO:

INT. TRUCK CAB - NIGHT

THE DRIVER focuses on the road ahead. Eyes red. Crazed.
THE STEREO blares "Bad Moon Rising." Insanely loud, as...
THE PASSENGER DOOR is suddenly wrenched from its hinges.
SUPERMAN whooshes in. Drops onto the seat beside the Driver.
THE DRIVER SCREAMS, startled. Veers into the next lane.
SUPERMAN grabs the wheel. Pulls the truck back. Let's go.

SUPERMAN
Whoa! Keep your eyes on the road.

DRIVER
Superman! Don't come near me!

SUPERMAN puts his hands up. No problem.

SUPERMAN
I'll bet you're having a real bad day.

DRIVER
It's almost over. Here's my "to-do" list.

(CONTINUED)

CONTINUED:

THE DRIVER shoves a scrap of paper at Superman.

SUPERMAN
(reading)
Burn down house. Give away pets. Make truck into bomb. Kill Lex Luthor.

DRIVER
That last one. That's what's left.

SUPERMAN
I'm not crazy about him either.

THE DRIVER laughs, insane. Eyes filling with tears.

DRIVER
He *destroyed* my *life*. I designed micro electronics. I came up with a real breakthrough. I was gonna be rich. But Lex stole my ideas. Ruined my credit. My reputation. Everything. So I'm driving to Lexcorp and giving him what he deserves.

SUPERMAN looks at the guy a beat.

SUPERMAN
A lot people work at Lexcorp. You gonna kill them too?

DRIVER
(shrugging)
If you want to make an omelet...

SUPERMAN frowns. This guy's over the bend. Then...

SUPERMAN
Well guess what? He's not even at Lexcorp tonight.

DRIVER
He's not?

SUPERMAN
He's getting a big award at the Park.

(CONTINUED)

CONTINUED: (2)

THE DRIVER bangs himself on the forehead. Stupid.

DRIVER
That's tonight?

SUPERMAN
Yeah! Right now. You'd be killing yourself for nothing.

DRIVER
Damn.

SUPERMAN nods, commiserating.

SUPERMAN
Damn right! Tell you what, I'll signal the cops to slow down. We'll park this baby, I'll get you a good lawyer, and you can sue his ass into bankruptcy!

SUPERMAN leans out the door. Turns toward the POLICE CARS.

DRIVER
No lawyers!

THE DRIVER quickly turns and BOOTS Superman out the door.

FAST CUT TO:

EXT. TRUCK AND HIGHWAY

SUPERMAN hits the road at NINETY, his cape enveloping him. HE ROLLS TWICE in a blurring CRIMSON BALL. Then... FLASH! He's up and on the side of the truck as...

THE TRUCK veers across three lanes of traffic. JUMPS onto an off ramp marked PARK HIGHWAY. Keeps going. THE POLICE scramble after him...

CUT TO:

EXT. METROPOLIS - CENTRAL PARK - NIGHT

LEX LUTHOR stands on the platform surrounded by guards. MAYOR DALY, a beefy politico, presents the award.

(CONTINUED)

CONTINUED:

MAYOR DALY
...with great pleasure that I present our Man of The Year award to one of our most influential citizens, Mister Water and Power, the CEO of Lexcorp, Lex Luthor.

LEX steps up to the Mayor. Takes hold of the plaque. FREEZES, waiting for the flashbulbs. Nothing. LEX frowns. HIS BODYGUARDS swiftly lead the Mayor from the microphone.

LUTHOR
(into microphone)
Kind words. And thank you for this award.
(hands it to a bodyguard)
Put it somewhere... away.
(to audience)
Tonight I have an exciting announcement to make. Lexcorp is leading Metropolis into the New Millennium. By exclusive contract, all communications and internet service for Metropolis and its citizens will be provided by LexCorp.Com!

LOIS LANE pushes her way toward the stage.

LOIS
Will you take a question from the press?

LEX glances down at her. Annoyed. Forces a smile.

LUTHOR
Ah, Miss Lane. My constant critic. I thought we had a restraining order?

LOIS
This is about a hundred feet. The "Daily Planet" would like to know how you got that exclusive contract.

LUTHOR
Are newspapers still being printed? I get my information from television. Like a normal person.
(thinks)
Pets. People like pets. That must be it.
(MORE)

(CONTINUED)

CONTINUED: (2)

LUTHOR (CONT'D)
Lining birdcages. House training puppies. Well, as a matter of fact, I earned that contract through innovation.
(snaps his fingers)
Let me introduce, the LexLink...

THE CURTAIN rises behind him. KITTY stiffly sits in a chair. Trying to smile. THE IMPLANT glistens on her neck. A LARGE INTERNET SCREEN looms behind her.

LUTHOR
It has its own internal power source. Providing internet access twenty four hours a day. Hands free. No wires. Just think "log on" and the net comes to you.

THE CROWD mutters, uncertainly.
LOIS frowns. Speaks for everyone.

LOIS
Who's going to want *that* in their head?

KITTY
(unconvincing)
Everyone. It's convenient and fun.

LEX grins. Gestures to Kitty.

LUTHOR
Go ahead, honey, sign on.

KITTY closes her eyes, concentrating.
THE SCREEN lights up...

WELCOME KITTY!

THE CROWD reverberates with amazement. Then...
THE SCREEN displays another message.

LEXY, I HATE THIS THING. JUST WAIT TILL WE GET HOME!

THE CROWD laughs.
LEX sees the screen, mortified.
Turns to Kitty, trying to smile.

(CONTINUED)

CONTINUED: (3)

LUTHOR
Watch those thoughts, baby...

Suddenly... THE IMPLANT in Kitty's neck begins to SPARK!
KITTY jumps out of the chair. Pulls the implant out.
We see... CABLES attached to it, taped to Kitty's back.

KITTY
Owww! That's it! I'm through!

THE CROWD gasps. LOIS gapes in disgust.

LOIS
Cable free?

LUTHOR
It's a prototype!

KITTY starts punching Luthor. PANDEMONIUM on stage.
JIMMY OLSEN runs toward the stage, snapping photos.
THE CROWD begins to roar with laughter at Lex's expense.

CUT TO:

EXT. PARK HIGHWAY - NIGHT

THE LIGHTS of LEX'S EVENT glow ahead.
THE TRUCK AND COPS barrel down the road, toward them.
SUPERMAN springs from the TRUCK'S SIDE to its TOP!

IN THE TRUCK

THE DRIVER LEERS at the approaching lights. CRAZED.
THE ROOF is suddenly PEELED BACK. Rrrrippppp!
SUPERMAN drops down next to the startled Driver. Pissed.

SUPERMAN
You know I've had kind of a bad day too. Three bank robberies. A highjacking, and a kid who fell out a window - that one was close. But that's... *OKAY!* That's the kind of day I have. But I was supposed to meet my girlfriend tonight... *and you're making me late!*

(CONTINUED)

CONTINUED:

DRIVER
My bad...

THE LIGHTS of THE CEREMONY rush toward the windshield.
PEOPLE scatter, SCREAMING as the truck approaches.
SUPERMAN grabs the DRIVER. Wrenches him from the seat.
Then lightning fast...
SUPERMAN pulls him up through the roof with one hand...
GRABS the TRUCK'S ROOF EDGE with the other.
PULLS THE TRUCK up into the air. Flipping it over...
SUPERMAN, TRUCK AND DRIVER, soar over the stage.

ON THE GROUND people dive for the grass.

SUPERMAN races into the sky. TRUCK and DRIVER too.
SUPERMAN heaves the truck up and away as...
THE TRUCK EXPLODES in a massive FIREBALL.
DISINTEGRATING harmlessly at ten thousand feet.
A free FIREWORKS display.

CUT TO:

EXT. STAGE AND PARK - LATER

THE DRIVER is strapped to a gurney. Babbling.
ATTENDANTS load him into an ambulance marked BELLEVUE.
POLICE swarm the area. GUESTS mill about, shaken.
SUPERMAN approaches LEX LUTHOR, who is backing away.
LOIS LANE, JIMMY OLSEN, and other REPORTERS surround them.

LUTHOR
I deny the whole thing! Talk to my attorney, Mr. Blume...

LEX shoves a PORTLY MAN in a grey suit between them.

BLUME
The man is clearly insane. His testimony will never stand up in court.

SUPERMAN grabs Luthor, glares at him.

SUPERMAN
I'll be watching you, Lex.

(CONTINUED)

CONTINUED:

LUTHOR
You do that, just make sure it's from a least two hundred feet away.

SUPERMAN lets him go. Lex heads away with Blume. Smug.

LUTHOR
Oh, and thanks for saving my life.
(under his breath)
Jerk.

THE REPORTERS hurry after Luthor and his attorney. LOIS AND JIMMY linger with Superman.

OLSEN
Superman that was awesome. I mean before... with the truck.

SUPERMAN
Thanks, Jimmy.

LOIS AND SUPERMAN exchange a look.

LOIS
We'd better go.
(nodding toward Luthor)
There's a story to catch.
(then)
If you see Clark, hurry him along. We had a date.

SUPERMAN
I'll do my best.

LOIS nods, frustrated, trying not to show it.

LOIS
C'mon Jimmy.

DISSOLVE TO:

INT. DAILY PLANET - PRESS ROOM - LATE NIGHT

DARK. Everyone has gone home. A single light burns. LOIS LANE sits alone at her desk, eyes down. Typing.

(CONTINUED)

CONTINUED:

METROPOLIS sparkles through the HUGE OPEN WINDOW behind her. A BREEZE ruffles the papers on her desk as...

SUPERMAN silently LIGHTS on the ledge of the open window. THE RUSTLING SNAP of his billowing CAPE the only sound. LOIS turns, startled. Then, relieved.

LOIS
Oh... you scared me.

SUPERMAN
Didn't mean to. I was hurrying, and the stairs take too long.

SUPERMAN steps into the room. Moves to her side.

SUPERMAN
Working late?

LOIS
Filing my piece on Lex's disaster. Nice job on saving our lives, by the way.

SUPERMAN strolls to the desk opposite hers. The nameplate says CLARK KENT. It's as neat as a pin.

SUPERMAN
So this is the competition's desk.

LOIS
That is not a desk. That is Clark Kent's fastidiously immaculate work station...
(beat)
And he has no competition.

SUPERMAN gives her a look. Ouch. LOIS goes back to her computer.

SUPERMAN
No? I heard he stood you up tonight.

LOIS
Again.

SUPERMAN
Mad at him?

CONTINUED: (2)

LOIS
You bet.

SUPERMAN moves to the back of her chair. Leans close.

SUPERMAN
Then I've got a chance at stealing you.

LOIS turns. Looks at Superman. Puts her arms around him.

LOIS
Nope. Never did. Never will. My heart belongs to Clark.

LOIS gives him a big kiss. Smiles.

LOIS
Satisfied... Clark?

CLARK KENT/SUPERMAN grins.

CLARK
Just checking.

LOIS
I do like you better without the glasses, though.

CLARK
Got to keep the glasses.
(beat)
You still want to go out?

LOIS
It's been a long night, Clark.

CLARK
I found this great place. Never closes. Good view. It's all set up. C'mon.

CLARK stares at her. Deeply. Grins. LOIS catches his gaze.

LOIS
Stop looking through my clothes.

(CONTINUED)

CONTINUED: (3)

CLARK
Can't help it.

LOIS smiles. Shakes her head.

LOIS
Where is this place?

CUT TO:

EXT. SPACE - EARTH'S SOLAR SYSTEM

THE EARTH floats serenely through its orbit.
A SPARKLING JEWEL in the emptiness of space. Then...
SOMETHING drifts in front of us. Approaching our planet.
FOUL AND CRAGGY. A nightmare from your childhood.
A SKULL. As big as a mountain. Moving closer.
ITS EYE SOCKETS immense black pools. Hungry and sinister.

A SKULL SHIP. Flying through the void.
THE BLACK SOCKETS loom toward us until WE PUSH INSIDE...

A VAST CAVERN. Part TECHNOLOGY. Part ORGANIC.
THE TWIN SOCKETS huge windows on the universe.

BRAINIAC stands there, LEERING HUNGRILY down on Earth.
A DEMON CAPTAIN of the ship from HELL.

BRAINIAC
Earth, they call it? What a lovely field
for reaping revenge...

THE SKULL SHIP, a sentient thing, speaks to BRAINIAC.

SKULL SHIP
I captured the transmission only an hour
ago, my Lord.

BRAINIAC turns. A METROPOLIS NEWS BROADCAST appears.
IMAGED in mid-air. Replaying LEX'S AWARD CEREMONY.
BRAINIAC stares hard. We see...
LEX LUTHOR AND KITTY on stage. Then...
THE MADMAN'S TRUCK approaching. And...
SUPERMAN lifting it high into the sky...
THE SKULL SHIP freezes on the image of SUPERMAN. Then...

(CONTINUED)

CONTINUED:

TRANSFORMS THE IMAGE into a 3-D HOLOGRAPHIC CONSTRUCT. Begins examining SUPERMAN in VIRTUAL GRAPHICS. BRAINIAC slowly paces around the holograph.

SKULL SHIP
The organism matches the profile estimate to the trillionth percentile. Muscle mass. Physical features. Projected age. The transmission refers to it as... "Superman." I believe it to be that which you seek. The Kryptonian.

BRAINIAC frowns. Gestures to the screen.

BRAINIAC
I might agree, but for one small detail.
(sarcastically)
Kryptonians don't FLY!

THE SKULL SHIP is silent a moment, as though stung.

BRAINIAC
Well?

SKULL SHIP
I'm thinking.
(beat)
The system contains a yellow sun. Exposure to its rays at infancy may have altered the organism's structure. Enhancing its physical characteristics.

BRAINIAC stares at Superman's image on the screen. Then...

BRAINIAC
What is that creature on the stage?

THE SHIP captures the image of LEX LUTHOR.

SKULL SHIP
The transmission refers to it as a Lex Luthor. Quite harmless. It supplies energy to the local civilization.

CONTINUED: (2)

BRAINIAC
Energy. Good. I'm starving.

CUT TO:

INT. SKULL SHIP - ANOTHER CHAMBER

A CORRIDOR lined with CAGES. Reeking. Horrible.
Shapes reside within, lost in shadows.
BRAINIAC sweeps in, moving past the cages.

BRAINIAC
Awaken my pets. We're going for a walk.

THE THINGS stir within the cages. Growling. We glimpse them.
ALIEN BEASTS. Doglike. LUCENT skin. Sharp TALONS. Strange.
A cross between a DOBERMAN PINCER and a VELOCIRAPTOR.
ONE LEAPS right at the bars. SNAPPING ITS JAWS...

CUT TO:

EXT. MOUNT RUSHMORE - NIGHT

On top of JEFFERSON'S HEAD. Looking out and down on...
WASHINGTON to the right. ROOSEVELT and LINCOLN to our left.
A BREATHTAKING vista is spread out beyond.
The remains of a PICNIC DINNER rest on a blanket.
A SMALL CAMPFIRE glows before it.
SUPERMAN AND LOIS lie together beside the fire.
Naked. Wrapped warmly in his CRIMSON CAPE.

LOIS
You were right. It's a beautiful view.
The stars look so close.

CLARK
I can hear them.

Lois looks at him. Surprised.

LOIS
What do they sound like?

(CONTINUED)

CONTINUED:

CLARK
Like they're singing. And I hear the birds in their nests across that valley. And the wolves moving in the hills.

LOIS
Wolves..?

CLARK smiles.

CLARK
They're not close.... and your heart beating. That's my favorite.

LOIS
It must be strange, being you.

CLARK
I'm different... Being with you makes it all right.

LOIS turns and looks at him. Kisses him softly.

LOIS
Is it always going to be like this? Grabbing a few hours when we can. Trying to make the most of them.
(beat)
It's been two years, Clark. I want to get married...

CLARK turns away. Not this again.

CLARK
We talked about that.

LOIS
(continuing over him)
Have children. Like normal people.

CLARK sits up. Naked in the moonlight. Troubled. LOIS pulls the cape around her, staring at his back.

CONFIDENTIAL

CONTINUED: (2)

CLARK
I'm not normal. I'm not even human. My parents found me in a crater.

LOIS
Yes, and raised you. And taught you right from wrong. They made you human. Made you the man that I love.

Clark turns. Looks at her. Tormented.

CLARK
Lois, I don't know who I am! I don't even know what I am!

LOIS
I don't care.

CLARK
Even if we could make a child, how do you don't know it could live inside you? How do you know having it wouldn't kill you?

LOIS
I'll take that chance.

CLARK
I can't.
(quietly)
Every morning I ask myself the same question. To what purpose? For what reason? Why was I sent here? I don't know.

LOIS
Maybe you're already doing it?

CLARK shakes his head no.

CLARK
I'm doing what I do... *because* I can. But that's not an answer. I can feel what isn't there. It aches in me. Until I know, I can't marry you.

(CONTINUED)

CONTINUED: (3)

LOIS just stares at him. Deeply wounded.

CLARK
Is what we have so awful?

LOIS
No. It's wonderful. It's just not enough.

SUPERMAN looks into her eyes. Silent. Dying inside.

LOIS
I don't think we should see each other for a while.
(beat)
Please take me home.

CUT TO:

INT. LEXCORP - ROOFTOP POOL - NIGHT

A SWIMMING POOL rests beneath a HIGH GLASS CEILING.
THE STARS sparkle like diamonds above.
LEX LUTHOR AND KITTY sit in the JACUZZI end of the pool.
Both in the buff. Covered by the SWIRLING BUBBLES.
He has an ICE PACK on his THROBBING HEAD.
She holds an ICE PACK against her NECK.

LUTHOR
I work like a dog! Pay off the right guys. Grind all the angles. Play the game. And what do I get...?

LEX angrily SMASHES his ice pack on the edge of the jacuzzi.

LUTHOR
Junk! Failure! And a guy in a cape raining on my parade!
(whines)
When is it going to get fair for Lex Luthor?

KITTY frowns, ignoring him. Staring up at the stars.
ONE glows BRIGHTLY. Dropping toward them. Growing larger.

(CONTINUED)

CONTINUED:

KITTY
Look Lexy, a falling star.

LUTHOR glances up. Irritated. Sees...
THE FALLING STAR growing larger. Racing straight for them.
A HURTLING COMET the size of a bus. Almost on them!

LUTHOR
Run!

LEX AND KITTY dive out of the jacuzzi as...
THE COMET smashes through the GLASS ROOF!
HITS the pool. CRUNCH! Throwing HISSING STEAM.
BROKEN GLASS rains down on everything. Then...
LEX AND KITTY look up from the floor.
Swiftly pulling towels around them.
A STRANGE CRAFT rests on the smashed, boiling pool.
A cloud of STEAM billowing around it.

LUTHOR
What the hell is that?

BRAINIAC steps through the undulating cloud.
His leashed BEASTS fan out before him.
Sitting like dogs. Snarling malevolently.
KITTY jumps behind Lex. Holding her towel in place.

BRAINIAC
You are Lex Luthor?

LUTHOR
Who wants to know?

BRAINIAC
You have something I want.

KITTY shrinks back even further. Dreading...

LUTHOR
Not you, idiot.
(to Brainiac)
Not her, right?

BRAINIAC
Power.

(CONTINUED)

CONTINUED: (2)

LUTHOR
Hey, I've been after that all my life. It don't come easy and I don't share.

BRAINIAC glowers at him. Stupid.

BRAINIAC
Electric power. Atomic power. Energy. My cells exist on it. My ship requires it.

LUTHOR
Oh... yeah, I got plenty of that. I got the monopoly on that.
(beat)
You mind if we get dressed?

CUT TO:

INT. LEXCORP - LUTHOR'S OFFICE - NIGHT

PLUSH. A HUGE WINDOW looks out on Metropolis's skyline. VIEWING MONITORS peer down from the walls. PROTOTYPES OF LEX'S INVENTIONS are displayed on tables. LEX wears a plush robe. Kitty too. She stares warily at... BRAINIAC AND HIS PETS standing before them.

LUTHOR
You want to do some business? What do I get in return?

BRAINIAC
Besides sparing your life?

LUTHOR swallows hard.

LUTHOR
Yeah, besides that?

BRAINIAC glances around the room. Sees the LARGE MONITORS. THE PROTOTYPE INVENTIONS on their pedestals: the LEXLINK internet implant, a FUTURISTIC RIFLE, and more.

BRAINIAC
I've made a brief but thorough study of you through this planet's archives.
(MORE)

(CONTINUED)

CONTINUED:

BRAINIAC (CONT'D)
I know your desires. Your ambitions...
(gestures to the prototypes)
These toys are crude. And in their current state, quite hopeless. But there is something I possess which could remedy that.

BRAINIAC produces a small GREEN CRYSTAL.

BRAINIAC
Kryptonite. Crystals formed by the merging of a dying world with its sun. It channels energy very efficiently. And does other things...
(smiles)
Quite nasty to the planet's former rulers.

LUTHOR gingerly takes the KRYPTONITE. Eyes wide.

LUTHOR
It feels... like death.
(chilled)
Who the hell are you?

BRAINIAC
Call me Brainiac. I was once a slave to those people. They murdered my race. And I took my revenge. But one still lives. The Prince of Krypton. He is the one I seek.

LUTHOR
We don't have any Kryptonian Princes here. I would've heard.

BRAINIAC throws JOR-EL'S bloody "S" SHIELD on the table. LUTHOR stares down at it. Amazed. The same shield as...

LUTHOR
... Superman?
(then)
I *hate* that guy.

CONFIDENTIAL

CONTINUED: (2)

BRAINIAC
Then we may have something in common...
after all.

CUT TO:

EXT. METROPOLIS - NIGHT

STORMING. Lightning FLASHES, illuminating buildings.
CLARK trudges along the empty street. Shoulders hunched.
He's miserable. Depressed. Alone. He looks up at...
THE BUILDINGS around him. All the people through windows.

THE WALLS of the buildings SHIMMER AWAY. We see..
FAMILIES. Eating. Playing. Couples kissing. Having lives.
THEIR VOICES drift to his ears like a RICH SYMPHONY.
A SWIRL of life all around him. A life he can't have.

CLARK KENT/SUPERMAN stares up with longing.
He closes his eyes, shutting it out.
THE VOICES fall away. THE WALLS reappear. Solid.
CLARK is alone again. Just him and the rain. Then...

CLARK sees a HOMELESS MAN ahead. Pitiful. Wet. Cold.
Trying to light a tiny fire to warm his meager meal.
CLARK gazes at him; a guy worse off than he is.
He glances down with his X-RAY VISION as he passes...
WHOOSH! The little fire brightly JUMPS TO LIFE.
THE HOMELESS MAN grins, amazed and delighted.
CLARK keeps walking. Suddenly, far behind him...

A CLOAKED FIGURE is illuminated by a LIGHTNING FLASH.
Darting into the shadows. Face hidden by a hood. Watching.
LIGHTNING flashes again and we glimpse his features.
SCARRED. Twisted and broken. Frightening.
HIS EYES study Clark, blocks away. He whispers.

SCARRED MAN
Kal-el... the time is near.

CLARK turns toward the VOICE. Searching the street.
But nothing is there. Clark pauses, uncertain...
The turns back and trudges on into the night.

CUT TO:

INT. LEXCORP - POWER CENTER - CORRIDOR LATER

LEX' S BODYGUARDS jump the hell back out of the way as... BRAINIAC AND HIS "DOGS" stride through the corridor. LUTHOR, KITTY, and GAROLD follow in their wake.

LUTHOR
So uh, where' s your spaceship? The big one you mentioned.

BRAINIAC casually points toward the ceiling.

BRAINIAC
Up there. In orbit. Quite safe from prying eyes. I' ve been to many worlds, Luthor, seeking the Prince. And I' ve developed a taste for collecting...

BRAINIAC stops. Whirls, staring at Kitty.

BRAINIAC
Interesting things...

BRAINIAC touches her cheek, considering. KITTY shudders.

BRAINIAC
You' re not one of them.

BRAINIAC whirls back and keeps striding.

BRAINIAC
(indicating his "dogs")
These for instance. Flesh Eating Lyceropeds from Callista. An intriguing planet. I destroyed it of course. Spared these fellows. Nasty tempers... they' re like lambs to me.

ONE OF THE LYCEROPEDS snaps at Luthor. He slows a pace.

LUTHOR
Handsome too.

CUT TO:

INT. LEXCORP - POWER CENTER

A VAST ROOM filled with COMPUTERS and MACHINERY.
BRAINIAC takes it all in. His "dogs" resting at his feet.
LUTHOR and the others hover behind him.

BRAINIAC
All of your power systems can be accessed through this network?

LUTHOR
This is it. Have a drink.

SERVICE ELEVATOR doors open. Revealing...
LUTHOR'S BODYGUARDS carrying a large "THING" into the room.
EGG-SHAPED. Crusty. Slimy. Horrible smelling.

BRAINIAC
Ah, my luggage. Very good.

LUTHOR
What the hell is that?

BRAINIAC
My dearest pet.
(the "dogs" snarl, envious)
Don't be jealous.

BRAINIAC produces a luminescent chunk of KRYPTONITE.
GAROLD gingerly accepts the glowing GREEN CRYSTAL.

BRAINIAC
That should be sufficient for your needs.
Now leave us.

BRAINIAC puts his hand on the computer console.
ALL THE SCREENS light up. Flashing schematics.
THE MACHINERY whirs to life. Pulsing with power.

LUTHOR
So we'll have the press conference in the morning? Make the big announcement?

BRAINIAC
If that will draw out the Kryptonian.

(CONTINUED)

CONTINUED:

LUTHOR starts to go. Thinks. Spins back.

LUTHOR
But I get to be in charge, right? I mean it's my planet. You're not staying?

BRAINIAC
Your planet? Certainly. I'll only be a few days.

CUT TO:

INT. CORRIDOR - OUTSIDE

LUTHOR, KITTY and GAROLD hurry down the corridor.

LUTHOR
(to Garold, excited)
You are gonna be up *all night*. Get the R&D boys out of bed and open the lab.

GAROLD nods, hurries off a side corridor.
LUTHOR AND KITTY continue.

KITTY
I don't like that guy, Lexy. He gives me the creeps. Don't do it.

LUTHOR
Who *have* you liked? If it was up to you I wouldn't do business with anyone!

KITTY
I liked Bill Gates.

LUTHOR
He can kiss my ass. I own this planet!

CUT TO:

INT. DAILY PLANET - NEWSROOM - MORNING

PERRY WHITE, the Chief Editor of the Daily Planet, storms into the bustling newsroom waving a FAX. Bellowing loudly.

CONFIDENTIAL

CONTINUED:

WHITE
I WANT KENT!

REPORTERS duck away into their cubicles. Cowed.
WHITE strides through the room. Searching. Comes to...
CLARK KENT'S DESK. Empty. White frowns. Whirls toward...
LOIS LANE. Crying at her desk. JIMMY OLSEN beside her.

WHITE
Where the hell is Clark?

LOIS
He's probably not coming in today.

WHITE frowns.

WHITE
Why not?

OLSEN
They had a fight.

WHITE
So?
(then to Lois)
What did you do?

LOIS
Nothing!

OLSEN
He doesn't want to get married.

WHITE
Nobody *wants* to get married.
(beat)
Damn it! He's the best reporter I've got.

LOIS flares angry.

LOIS
You said *I* was the best reporter you've got!

(CONTINUED)

CONTINUED: (2)

WHITE
You *are*... when I need you. Right now I need Clark. He and Superman are very close. Lex Luthor is giving a press conference at noon and its got something to do with Superman. He faxed this to every news organization in town.
(to Olsen)
Get Clark on the phone!

OLSEN
Tried that. He won't answer.

WHITE
Then go to his apartment! Get some film and get both your asses over to Lexcorp.

OLSEN
Yes sir.

WHITE shoves the Fax at Olsen.
OLSEN stands there, reading. White roars at him.

WHITE
NOW!

OLSEN takes off like a rocket.
LOIS quickly rises and grabs her purse.

WHITE
Where are you going?

LOIS
To Lexcorp.

WHITE
Why?

LOIS
Because Clark is never on time!

LOIS storms away. As soon as she is gone...
WHITE smiles after her. Voice calm.

CONFIDENTIAL

CONTINUED: (3)

WHITE
Good. That's good thinking.

WHITE turns. Sees the everyone staring at him. Frozen.

WHITE
GET BACK TO WORK!

CUT TO

INT. METROPOLIS SEWER SYSTEM - MORNING

AN IMMENSE STONE AQUEDUCT beneath the streets.
Gothic looking. It stretches far into the shadows.

BRAINIAC leads his "dogs" along the subterranean avenue.
They carry the large EGG SHAPED THING between them.
BRAINIAC pauses at a junction marked LEXCORP PLAZA.
Glances up at the high stone ceiling.

BRAINIAC
This should do nicely...

THE LYCEROPEDS set the EGG on the damp stones.
Trot back from it, dutifully and sit.
BRAINIAC stands over the egg. Places his hand upon it.
A PULSE shoots out and SPREADS over the surface.

BRAINIAC
Awaken my lovely...

THE EGG begins to tremble. A FISSURE appears along the top.
SMOKE HISSES out as the split widens. CRACKLING...
BRAINIAC steps back, smiling. HIS DOGS whimper, uneasy.
SOMETHING begins to claw through the opening. GROWING.
BRAINIAC smiles as a HUGE SHADOW begins to rise across him.
BRAINIAC'S GAZE climbs higher and higher...

BRAINIAC
Are we hungry?

CUT TO:

INT. CLARK KENT'S BUILDING - HALL - MORNING

JIMMY OLSEN sprints up the stairs. Runs to Clark's Door. BANGS on it. Clark's voice comes from inside.

CLARK'S VOICE
It's unlocked, Jimmy...

OLSEN opens the door and heads inside...

INT. CLARK KENT'S APARTMENT - MORNING

Jimmy hurries in, surprised.

OLSEN
Hey, how'd you know it was me?

CLARK sits on the couch. Wearing last night's clothes. Dishevelled. Eyes red. Holding a bottle of VODKA.

CLARK
Saw you.

OLSEN gives him a funny look, thrown.

OLSEN
You mean coming in the building?

CLARK
Yeah... Must have been it.

CLARK suddenly remembers what he's not wearing. Oops. Picks his GLASSES up and clumsily puts them on.

CLARK
That's better. What are doing here?

OLSEN pauses, looking around. The place is trashed. TWO CASES OF VODKA BOTTLES lie on the floor. Empty. OLSEN looks up at Clark, holding another one.

OLSEN
Man... rough night, huh?

(CONTINUED)

CONTINUED:

CLARK
Been trying to get drunk.

OLSEN
Trying?

CLARK
I think I really screwed up with Lois.

OLSEN
She told me about it. Sort of. I think she left some stuff out.

CLARK
She's the best thing that ever happened to me. Now she's gone.

OLSEN frowns.

OLSEN
C'mon! Women are always pulling that "marry me or it's over" crap. She loves you, man. She ain't going anywhere!

CLARK shakes his head no.

CLARK
She's a very stubborn woman.
(then)
DAMN IT!

OLSEN jumps back.

OLSEN
What?

CLARK
I'm sober again. Give me another bottle.

OLSEN
Clark, that's not going to do any good.

CLARK nods. Really depressed. Gets up.

CONTINUED: (2)

CLARK
You're right. Only lasts a few minutes anyway.
(then)
I think I'm gonna throw up.

CUT TO:

INT. LEXCORP - LABORATORY - MORNING

A fantastic HIGH-TECH FACILITY deep inside Lexcorp. Cobbled together CIRCUITS, CABLES, and CONDUIT converge on... A TITANIUM CYLINDER, a yard high. Something WHIRS within. LEX LUTHOR, GAROLD, and ASSISTANTS stand before it.

LUTHOR
Show me.

GAROLD moves to the device, excited.

GAROLD
Brainiac was right. This Kryptonite is marvelous stuff. It's crystalline structure collects and accelerates the transmission of energy a trillion fold.

GAROLD unlocks the container. Opens it. Revealing... THE LARGE CHUNK OF KRYPTONITE within, glowing green. It's fixed in a framework of circuits. Plugged in.

GAROLD
We've created a conducting chamber. Power runs in, the Kryptonite amplifies and transmits it to wireless micro receptors. It's solved all our R & D problems. Look.

GAROLD turns to a table with various PROTOTYPES. He picks up one of the IMPLANTS. Hands it to Lex. LEX stares at it. It's CONDUCTOR CHIP glows BRIGHT.

GAROLD
No more wires.

LUTHOR smiles.

(CONTINUED)

LUTHOR
Aren't I clever?

GAROLD
It gets better.

GAROLD picks up the futuristic looking ASSAULT RIFLE.

GAROLD
Now the Smart Burst Assault System I've been trying to develop...
(beat)
Assaults.

GAROLD hands the weapon to Luthor.
Points to a TARGET MANNEQUIN set up across the room.
LUTHOR gingerly aims the weapon. Squeezes the trigger.
FLASH-BANG! A burst of energy hits the TARGET. FRY.
LUTHOR stares, amazed. Then GRINS from ear to ear.

LUTHOR
I'm a genius.

CUT TO:

INT. CLARK'S APARTMENT - A MOMENT LATER

JIMMY hovers outside the bathroom door. Waiting.
We hear a tremendous HEAVING RETCH from inside.
Jimmy winces. Then the TOILET FLUSHES. Then...
CLARK emerges. Looking perfectly fit and fine.

CLARK
Well, that's that.

CLARK heads into the living room. Jimmy on his heels.

OLSEN
You okay?

CLARK
Never better.

OLSEN
Man, I'm impressed.

CLARK
What kind of announcement is Luthor making?

OLSEN
Earth's first contact with an Alien. Calls itself, Brainiac.

CLARK frowns. Takes the fax.

CLARK
Sounds like a Luthor hoax, to me.
(he reads)
"... who will reveal the true identity of Superman..."

CLARK stops in his tracks. A strange look on his face.

OLSEN
Like you said, probably a hoax.

CLARK nods, troubled. Crumples the FAX.

CLARK
You better get over there, Jimmy.

OLSEN
Aren't you coming?

CLARK
I'll be along.

CUT TO:

EXT. LEXCORP PLAZA - NOON

CLOUDY. Overcast. The threat of rain is in the air. Below... DOZENS OF NEWS VANS are parked on the edge of the PLAZA. CAMERA CREWS and a crowd of onlookers jostle for a view. LOIS LANE and JIMMY are in the front, looking up at...

A GREAT OPEN AIR BALCONY thirty feet above them. AN IMPOSING CITADEL jutting from the face of LEXCORP. LEX LUTHOR stands at the edge, gazing down on the crowd.

CONTINUED:

LUTHOR
This is a humble moment. Through my untiring efforts, and legendary vision, I alone am able to present the next great leap for mankind to the citizens of Metropolis, and the world.

LEX waits for applause. Nothing. He taps the mike. PHOOM. PHOOM. It's on. He frowns. Continues.

LUTHOR
He calls himself Brainiac, from the planet Krypton. And he has come to our world to share the technological wonders of the universe. With me.
(grins)
And of course, I'll be sharing with you. For a modest profit.

LUTHOR turns and looks behind him.
BRAINIAC stands a few paces back, hidden from the crowd.

LUTHOR
How am I doing?

BRAINIAC shrugs. Indifferent.
LEX turns back to the microphone.

LUTHOR
Lexcorp is already developing these wonders into tools that will unify our world into one true Global Village. Guided by my vision...

THE REPORTERS begin to shout. Impatient. Skeptical.
Where is he? Introduce him. We'll believe it when we see it!
LUTHOR frowns down at them. Irritated.

LUTHOR
Okay. Fine. Go ahead. Here he is... Brainiac!

BRAINIAC steps forward. Gazes sternly down at the crowd. He carries a LONG STAFF. With a gleaming KRYPTONITE POINT. HIS LYCEROPEDS trot to the edge. Fan out. Snarl down.

(CONTINUED)

CONTINUED: (2)

A HUSH sweeps through the onlookers. Silence.
JIMMY gapes. LOIS LANE stares, apprehensive.

LOIS
My god, what he is?

JIMMY starts snapping photos. Then...
FLASHBULBS go off on hundreds of cameras.

CUT TO:

EXT. SKYSCRAPER - ROOFTOP - NEARBY

THE SKYSCRAPER looks out on LEXCORP PLAZA, blocks away.
SUPERMAN sweeps across the roof, turning. Descending.
He lights softly on the edge of the building and kneels.
Staring far off at LEXCORP PLAZA, and BRAINIAC. Then...
A VOICE softly calls to him from somewhere behind.

VOICE
Kal-el...

SUPERMAN spins. Startled. Searching for the source. Sees...
THE SCARRED MAN, two rooftops away. Face hidden by his hood.
Though only a whisper, his voice is clear and close.

SCARRED MAN
I have come for you.

SUPERMAN
Who are you?

THE FIGURE stretches out its arm. Beckoning.
SUPERMAN glances back down at LEXCORP. Hesitating.
When he returns his gaze to the HOODED FIGURE, it is gone.
SUPERMAN pauses, uncertain. But is drawn back to the Plaza.
Listening as Brainiac speaks...

CUT TO:

EXT. LEXCORP PLAZA - SAME TIME

LOIS, JIMMY, and the CROWD OF REPORTERS stare up at...
BRAINIAC speaking from the edge of the BALCONY.

(CONTINUED)

CONTINUED:

BRAINIAC
I am a traveller, cursed to wander from world to world, seeking the *ONE* whose existence torments my dreams.

LOIS steps forward, shouting a question.

LOIS
Lex Luthor said you were going to tell us about Superman? Do you know him?

BRAINIAC glares at Lois. Livid at the interruption. LEX slides up beside Brainiac, sympathetic.

LUTHOR
Lois Lane. Pain in the ass, isn't she?

BRAINIAC glowers. Resumes his speech.

BRAINIAC
I once was a slave to a race of beings not wholly unlike yourselves. They created me, and my universe of children, for the sake of perpetual bondage. And when I threw off my chains they repaid me with holocaust!

BRAINIAC continues, his voice filling with hate.

BRAINIAC
I avenged my race by extinguishing theirs! Save one. The seed of their murderous King. He is here among you. And I will have my revenge!

THE CROWD recoils from Brainiac's venom. Then...

THE CLOUDS above begin to roil. Disturbed by some force. SUPERMAN punches through their center. Parting them. He dives toward us, the clouds swirling in his wake. SUPERMAN banks and turns swiftly as he descends. THE CROWD quickly parts, making room as...

SUPERMAN drops to the Plaza floor. Crouching as he lands. THE BRICKS beneath his feet CRUNCH from the impact.

CONTINUED: (2)

SUPERMAN
NO!

BRAINIAC stares down at him. Eyes aglow with hatred.

BRAINIAC
Kal-el...

He points at Superman. Like the accusing finger of god. THE LYCEROPEDS SNARL, straining at their leashes.

BRAINIAC
There! The Prince of Krypton.

SUPERMAN rises. Faces Brainiac, filled with anguish.

SUPERMAN
It couldn't be! It isn't true!

LOIS gazes at Superman, her eyes filling with his pain.

LOIS
(very soft whisper)
Clark...

BRAINIAC glares, enjoying the moment.

BRAINIAC
Is it not?

SUPERMAN steps forward. Growing angry.

SUPERMAN
You're lying! You didn't know them. You don't know me!

BRAINIAC
I smelled you in your swaddling clothes when your father ripped you from your mother's arms. And when I killed him, I looked into his eyes and promised him this day. Your day of reckoning.

SUPERMAN just stares at Brainiac, stunned.

(CONTINUED)

CONTINUED: (3)

BRAINIAC
Kal-el... meet DOOMSDAY!

A LOW RUMBLE comes from deep beneath the street.
Boom. Another. And another. Rhythmic. Building.
THE BRICKS beneath Superman's feet begin to QUAKE.
SUPERMAN looks down, disconcerted.

THE SOUND grows louder. Like the earth itself were shrieking.
LOIS AND JIMMY reflexively step back. Anxious.
THE OTHER REPORTERS too. Moving to the edge of the plaza.
Clearing its center. Leaving...
SUPERMAN standing alone on the rattling bricks. Then...

SOMETHING CLAWS its way toward the surface.

CRASH! A shower of BRICKS and EARTH flies into the air as...
A JAGGED FIST breaks through the surface behind Superman.
AN INHUMAN THING. Like living ROCK. Big as a chair.
SPIRES protrude from its knuckles. Black. And angry.

SUPERMAN WHIRLS toward it. Gapes. Amazed. Then...
CRASH! A SECOND FIST breaks the surface behind the first.
SUPERMAN whirls BACK. Two UNEARTHLY SHOVELS bracketing him.
Then...

SUPERMAN looks straight down at the bricks beneath him.
Then swiftly leaps up into the air as...
DOOMSDAY'S HEAD angrily SMASHES itself into daylight.
SPEWING earth and plaza in all directions.
IT'S GREAT JAWS angrily SNAPPING at SUPERMAN'S FEET.

ON THE BALCONY

LEX LUTHOR stares apoplectic at the THING in the plaza.
Whirls toward BRAINIAC. Affronted.

LUTHOR
Hey, I paid for those bricks.

BRAINIAC ignores him. Smiling deliciously as...

ON THE PLAZA

(CONTINUED)

CONTINUED: (4)

DOOMSDAY heaves itself up from the bowels of the sewer.
SUPERMAN spins away from the SMASHING JAWS.
Backing swiftly into the air as...

DOOMSDAY climbs onto the PLAZA. TWENTY FEET tall.
A NIGHTMARISH CREATURE of rage and destruction.
BLACK SPIRES protrude from its joints. Like armor.
IT' S WRATHFUL EYES are twin pools of LAVA. Red and fiery.
DOOMSDAY swipes its JAGGED PAW up at Superman.

SUPERMAN tucks in mid-air, spinning away from it.
THE BIG KNUCKLE SPIKES just missing him. Then...

SUPERMAN deftly dives back to the plaza.
Landing hard. CRUNCH. Turns, gaping at the monster.
DOOMSDAY roars with RAGE. An unearthly BELLOW.
WINDOWS rattle, then SHATTER all around.
GLASS EXPLODES! The shower rains on the crowd.
LOIS AND JIMMY duck away from the jagged hailstorm.
DIVING under a car.

LOIS
What is that thing?!

OLSEN
I don' t know... But Superman better kick its ass quick!

SUPERMAN gapes up at DOOMSDAY. Squaring off.
DOOMSDAY glares back. A Goliath towering over David.
BRAINIAC shouts down, gloating.

BRAINIAC
Doomsday is more than a match for the powers you have gained from this yellow sun. Enjoy your death, Kal-el.

SUPERMAN looks back up at Brainiac. Eyes hard.

SUPERMAN
Hang around. I' ll be with you in a minute.

(CONTINUED)

CONTINUED: (5)

BRAINIAC
No. You won't.
(to Doomsday)
Kill him.

DOOMSDAY ROARS and STOMPS toward SUPERMAN.
THE GROUND trembles beneath the Thing's feet.
SUPERMAN steps back, steeling himself to face this monster.

DOOMSDAY raises his awful arm and SLAMS it toward Superman!
SUPERMAN dives out of the way. Rolling fast. A blur as...
DOOMSDAY'S FIST SMASHES into the ground. Missing him.
Punching a hole in the Plaza.

SUPERMAN rolls out. Spins and climbs into the air.
Throws a PUNCH. His fist SMASHES against Doomsday's HEAD.
SMACK! THE CREATURE ROARS in pain.
THE IMPACT sends Doomsday flying through the air...

A VIDEO NEWS CREW scatters like mad as...
DOOMSDAY sails on his back toward their CAMERA VAN.
CRUNCH! Doomsday lands on it. Flattening it to junk.
THE CREATURE pulls itself to its feet, stunned.

SUPERMAN
YOU WANT TO PLAY?! C'MON!

DOOMSDAY SNARLS at Superman. Hauls himself up.
Grabs the smashed Camera Van beneath him. Hurls it...
THE CAMERA VAN spins like a frisbee.

SUPERMAN leaps up. Somersaulting as...
THE VAN tumbles across the plaza toward him.
Sparking the bricks as it skips and bounces.
SUPERMAN dodges the flying ton of junk.
Skids across the air, turning and watching as...

THE VAN rockets beneath the BALCONY
LEX LUTHOR gapes down, apoplectic as he sees...
THE VAN SMASH into the front of LEXCORP.
EXPLODING as it demolishes the entrance!
LEX LUTHOR shouts down at them.

(CONTINUED)

CONTINUED: (6)

LUTHOR
Whoa! Whoa! Whoa! Not here! Not here!
Take it down the street.

DOOMSDAY pauses a beat. Glaring angrily at Lex.
SUPERMAN turns and frowns at him too. Then...
SUPERMAN AND DOOMSDAY look at each other. Screw him.

SUPERMAN whirls and kicks at Doomsday. But...
THE BEHEMOTH grabs Superman's leg. Swings him around.
HURLS him into the air like a rag doll.

SUPERMAN goes sailing across the plaza. Shooting skyward.
Upside down and backwards. Momentum pushing him toward...
THE THIRTIETH FLOOR of an office building.
CRASH! SUPERMAN goes right through the wall.
CONCRETE EXPLODES as he disappears into the building.

LOIS AND JIMMY gape up. Horrified.
THE REPORTERS scan the building. Waiting.
Nothing moves. Then...

SUPERMAN EXPLODES out of another wall. Pissed off.
He climbs up, then turns and dives straight down.
KABOOM! SUPERMAN hits the monster like a CRUISE MISSILE.
THE PLAZA FLOOR EXPLODES beneath them.
SUPERMAN AND DOOMSDAY vanish into the gaping crater.

THE WRENCHING SOUND of a titanic struggle echoes up.
SEWER COVERS explode upward all along the street.
One after another. In sequence.
STEAM AND WATER erupt in geysers beneath them.

APPROACHING SIRENS wail, blocks away. THE POLICE are coming.
LOIS crawls out from under the Van.
JIMMY scrambles out behind her.

OLSEN
Where are you going?

LOIS points toward a HIGH RISE BUILDING.

LOIS
C'mon. We've got to cover this. I want a
better view. Bring your camera!

(CONTINUED)

CONTINUED: (7)

LOIS takes off. JIMMY right behind her.
As they race into the office building entrance...

SUPERMAN AND DOOMSDAY CRASH up through the street.
Dragging POWER LINES and SEWER PIPES with them.

SUPERMAN grabs a section of PIPE. Bashes Doomsday.
CLANG! CLANG! Again and again. Hard as he can.
DOOMSDAY staggers back. BLACK FLUID oozing from him.
He ROARS in rage and pain. Wrenches the PIPE away.
Hurls it across the street. CRASH. Into a window.

SUPERMAN gazes up at the Thing, surprised. Then...
BAM! Doomsday's fist SMASHES into Superman.
SUPERMAN goes flying. Sprawling across the asphalt.
He rolls, skidding. Then rights himself. Stops. Turns.

SUPERMAN is breathing hard. A new one for him.
He looks down at his costume. Ripped and torn.
Sees something else. RED FLUID leaking from his arm.
BLOOD. He stares at it, amazed.

LOIS AND JIMMY appear on a balcony high above him.
She stares down at him. Her eyes filled with concern.

LOIS
Oh god... he's hurt.

SUPERMAN gathers his strength. Gets to his feet...
DOOMSDAY glares down at him. Stalking forward.
Slower than before. Trailing a river of BLACK BLOOD.

THE WAILING SIRENS grow louder as...
A DOZEN POLICE CARS roar onto the street two blocks away.
They charge toward the pair of struggling titans.

SUPERMAN hurls himself at DOOMSDAY. CRASH!
They go flying. Tumbling across the street.
SMASHING right into the side of another building.
THE BUILDING WRENCHES as steel girders CRACK.
The structure JOLTS sideways, taking a knee.
In a second...

SUPERMAN is hurled back out. Rolling and tumbling.
THE POLICE CARS screech to a halt, inches before him.

(CONTINUED)

CONTINUED: (8)

SKIDDING, fanning out across the width of the avenue.
COPS tumble from their cars. Gaping down at SUPERMAN.
Then turn in horror as...

DOOMSDAY SMASHES back out onto the street.
THE COPS scatter for their lives.
DOOMSDAY stomps his way toward Superman.
KICKING the POLICE CARS aside like toys.
The cars go flying. CRUNCHING and SMASHING.
DOOMSDAY reaches down and grabs one. Hurls it into his wake.

THE POLICE CAR flies high into the air. Right toward...
LOIS AND JIMMY'S BALCONY. They duck, terrified as...
THE CAR smashes into the building just beneath them.
THE BALCONY breaks. Lurches to one side.
LOIS goes rolling toward the edge. And the air.
JIMMY desperately dives and reaches for her hand.
Grabs it. Lois hangs there. High above the street.

OLSEN
Hang on!

LOIS
Jimmy, Don't let go!

SUPERMAN lies on the pavement. Bleeding. Spent.
But he hears Lois's cries. He turns looking up.
Sees her dangling from the balcony's edge.

SUPERMAN
Lois...

SUPERMAN forces himself up just as...
DOOMSDAY sends his FIST smashing down toward him.
SUPERMAN rolls out of the way. CRUNCH! It misses him.
He springs out between DOOMSDAY'S LEGS.
Dodging several other blows. Then leaps off the street.
Hurtles skyward. His tattered cape billowing behind him.

LOIS struggles to hang onto Jimmy's hand.
But she keeps slipping. Inch by inch. Then...
LOIS SCREAMS as she loses her grip. She drops away.
THE STREET rushes up at her, but...

CONTINUED: (9)

SUPERMAN shoots up from below. Catches her. UGGHH!
LOIS SMACKS into his arms. Then clings to him.
Superman climbs higher, then banks and heads back down.

SUPERMAN hits on the pavement HARD. Gasping.
LOIS collapses on top of him, unharmed. Turns.
Sees the state he's in. Bloody. Torn. Wrecked.
They lie there a moment, on the edge of a STREET CRATER.

LOIS
(shocked)
Clark... You're bleeding!

DOOMSDAY ROARS as he staggers forward. MURDEROUS.
Reaches the edge of the huge crater. Bends down.
WRENCHES away a HUGE CHUNK of debris. HURLS IT!
THE BOULDER WHIZZES impossibly fast at Superman and Lois.

SUPERMAN sees it. Swiftly pitches Lois out of the way.
LOIS rolls across the pavement, tumbling, stunned as...
THE BOULDER SMASHES down on SUPERMAN.

SUPERMAN crawls out from under it. Almost spent.
Chest heaving. Blood pouring from him. Looking up as...
DOOMSDAY stalks forward, a staggering juggernaut.

ON THE EDGE OF THE CRATER

SUPERMAN gathers the last of his strength.
Lifts an I-BEAM from the shattered debris around him.
Hefts it like a LANCE and faces DOOMSDAY.
DOOMSDAY rolls back his SMASHED HEAD and ROARS!
A soul chilling WAR CRY that shakes the buildings.

SUPERMAN
Go back to hell you ugly bastard!

SUPERMAN raises the I-BEAM and LUNGES it into DOOMSDAY!
THE STEEL SHAFT sinks into DOOMSDAY'S CHEST.
THE THING roars in ANGUISH. Then grabs the I-BEAM.
Starts pulling himself along its length!
SUPERMAN just gapes as...
DOOMSDAY'S clawed hands reach him. PUNCHING. SMASHING.
THEY stagger at the edge of the crater. Both dying. Then...

(CONTINUED)

CONTINUED: (10)

SUPERMAN AND DOOMSDAY drop over the edge.
Falling into the steaming, churning black abyss.
A LOUD CRASH issues back out followed by silence.

THE CROWD OF REPORTERS stares, stunned. Then...

A BLOODY HAND reaches up from the crater's edge.
SUPERMAN slowly, painfully pulls himself to the street.
Gasping for breath. Feeling the life flow out of him.
A PAIR OF BOOTS greets his eyes. Inches away.

BRAINIAC stands on the edge of the crater.
HIS "DOGS" fanning out behind him. Leering.
BRAINIAC gazes down, holding the KRYPTONITE lance.
SUPERMAN stares up at him. Dying. Too weak to move.

BRAINIAC flings down the "S" SHIELD from JOR-EL'S TUNIC.
THE SHIELD lands atop SUPERMAN'S CHEST, covering his own.

BRAINIAC
My comfort is complete. I leave you a gift, Kal-el. A piece of your world to burn in your heart.

BRAINIAC raises the lance and THRUSTS it down.
Through the center of the both shield's.
THE KRYPTONITE SPEAR TIP sinks into Superman's CHEST!

SUPERMAN SCREAMS! Writhing in agony as it SMOKES.
BRAINIAC SNAPS the lance. Tosses the end aside.
Leaving the KRYPTONITE TIP buried deep in Superman.

BRAINIAC
Come my pets.

BRAINIAC turns and stalks away. His "dogs" following.

LOIS pulls herself to her knees. Looks over. Sees...
SUPERMAN lying in the street. Dying. She rushes to his side.
Cradles his head in her arms. Too stunned to speak.
SUPERMAN looks up into her eyes. His last vision.

SUPERMAN
Lois...

(CONTINUED)

CONTINUED: (11)

SUPERMAN closes his eyes. His last breath escapes.
LOIS holds him in death, reeling with disbelief.
SUPERMAN'S TATTERED CAPE billows around them like a shroud.

LOIS
No... No...

JIMMY hurries toward them. Stares down, stunned.
THE REPORTERS begin to gather around. Hushed.

LOOKING STRAIGHT DOWN as Lois rocks Superman in her arms.
Lois looks up, into the heavens. Tears running down her face.

LOIS
NO....!

SLOWLY PULL BACK as LOIS'S CRY echoes through the street.
KEEP GOING. Further back. Higher and higher.
Until we reach the top of one of the buildings.
CLOSE ON A FIGURE standing on the roof's edge. Gazing down.
THE SCARRED MAN. Still. Silent. Like a sentinel...

DISSOLVE TO:

EXT. CATHEDRAL - DAY

A GREAT GOLDEN CATHEDRAL, spires climbing toward the clouds.
RAIN falls steadily, running down the stained glass windows.
THE HEAVENS have opened to add their sadness to this day.

A HORSE DRAWN CAISSON slowly approaches, bearing...
A BRONZE CASKET. Superman's CRIMSON CAPE is draped over it.
THE GOLDEN "S" SHIELD mutely proclaiming its occupant.

LOIS LANE walks behind it. All in black. Face under a veil.
JIMMY OLSEN AND PERRY WHITE side by side behind her.
And behind them...

THOUSANDS OF MOURNERS march in stately procession.
Silent. Filling the street from curb to curb.
BLACK UMBRELLAS unfurled against the rain. Somber.
Stretching far back down the rain washed avenue.

(CONTINUED)

CONTINUED:

THE CAISSON comes to a halt before the Cathedral.
LOIS LANE glances at the marble steps. They've arrived.
She takes a breath. Forces herself toward the casket.
Gently lays a WHITE ROSE upon it. Steps back.

JIMMY, PERRY, THE MAYOR and three others approach.
Reverently lift the casket from the caisson.
Slowly and sadly begin the walk up the Cathedral's steps...

CUT TO:

INT. CATHEDRAL - DAY

SUPERMAN'S CASKET lays in state under the rotunda.
THE TOP HALF of the casket lid is open.
SUPERMAN lies inside. Eyes closed. Sleeping forever.
STAINED GLASS SAINTS stare down at him. Holding vigil.

LOIS LANE sits in the front pew. Veil shielding her.
JIMMY sits on one side. PERRY WHITE on the other.

THE MOURNERS file past in a long slow line.
Giving their last silent respects.
Each one laying a flower at the foot of the casket.
THE FLOWERS bank high around the coffin. Swathing it.

LOIS sits still as stone. Unable to cry.
JIMMY gently puts an arm around her.

OLSEN
You can go up there if you want.

LOIS
I can't. Not yet.

PERRY leans toward them. Voice low.

WHITE
Where's Clark. Has anyone seen him?

OLSEN
He was supposed to meet us at Lexcorp Plaza. He never showed.

PERRY WHITE frowns in consternation.

(CONTINUED)

CONTINUED:

WHITE
I'm surprised he's not here. Probably still upset.

LOIS
I don't think he's coming back.

WHITE
Because you had a spat?
(then)
He'll turn up. He always does.

LOIS shakes her head no.

LOIS
Not this time.

OLSEN
Doesn't seem possible... Superman dead.

LOIS
I've lost them both.
(beat)
I just can't believe it...

LOIS leans on Jimmy's shoulder and quietly begins to sob.

CUT TO:

INT. LEXCORP - LEX'S OFFICE - DAY

A LARGE TELEVISION MONITOR broadcasts the funeral. LEX LUTHOR watches the screen.

LUTHOR
I *still* can't believe it...
(smiles)
Pinch me.

A BODYGUARD stands nearby. Smiles too.

BODYGUARD
He ain't gonna bother you no more, boss.

LUTHOR whirls toward the man. Frowning.

(CONTINUED)

CONTINUED:

LUTHOR
Did I ask you a question?

BODYGUARD
No...

LUTHOR
The why are you speaking?

THE HAPLESS BODYGUARD shrugs. Uncomfortable. Then... KITTY comes striding through the room. Irritable. Dressed all in black. She grabs an umbrella.

LUTHOR
Where are you going?

KITTY
To pay my last respects.

LUTHOR jumps up, apoplectic.

LUTHOR
To him?!

KITTY
You ought to come too.

LUTHOR
I don't think that'd be a real crowd pleaser.

KITTY stares at Lex. Angry. Disapproving.

KITTY
He was a *good man*, Lexy. And helping that nasty fella kill him was a bad thing.

LUTHOR
Hey, I didn't know he was gonna kill Superman! I didn't think the big guy could even *be* killed. God knows I've tried.

KITTY just shakes her head.

CONTINUED: (2)

KITTY
Sometimes, Lexy, I wonder why I stay with you.

KITTY storms out. SLAMMING the door behind her.
LEX frowns. Turns to his Bodyguard. Answering.

LUTHOR
Jewelry.

CUT TO:

INT. LEXCORP - CORRIDOR - DAY

LEX LUTHOR strides down the corridor toward the Power Center.
TWO LYCEROPEDS guard the door. Sitting like Dobermans.
Lex pauses before them. Wary.

LUTHOR
Nice doggies.

THE LYCEROPEDS snarl.
LEX prudently steps back. Addresses the beasts.

LUTHOR
Is your Boss home?

BRAINIAC' S VOICE echoes from inside.

BRAINIAC' S VOICE
Let him in.

THE FIRST LYCEROPED rises on his haunches.
Grasps the door handle. Opens it.
THE SECOND LYCEROPED nods toward Lex. Go on.
LUTHOR stares at them, amazed. Swiftly heads inside.

CUT TO:

INT. LEXCORP - POWER CENTER

BRAINIAC lies in a strange, open metal case. Like a coffin.
POWER LINES from the floor and walls run to it.
PULSING. The coffin-like bed GLOWS with energy.

(CONTINUED)

CONTINUED:

LEX steps through the door and pauses. Astonished. BRAINIAC lies there. Eyes closed. Hands folded on his chest.

LUTHOR
Is this a good time?

BRAINIAC opens his eyes. Irritated.
THE POWER LINES swiftly cease their feeding.
THE SURGING GLOW dissolves from the coffin.
BRAINIAC rises.

LUTHOR
Wow, you look great. That power thing really does the trick.

BRAINIAC just stares at him. Like a bug.

LUTHOR
I was just thinking you're probably anxious to get going. I mean, Superman's dead. You got your revenge. Not really much left to do here. You know?
(beat)
You are anxious to get going, right?

BRAINIAC
Soon.

LUTHOR
Soon. Good.
(beat)
A deal's a deal.

BRAINIAC
Indeed?
(beat)
My orbiting ship requires a recharging of energy before I can resume my travels.

LUTHOR smiles.

LUTHOR
You got a cord that reaches that long?

BRAINIAC just stares at him.

(CONTINUED)

CONTINUED: (2)

BRAINIAC
No. I do not have a cord that reaches that long.
(beat)
I have designed a transmitter to send the power up. I will need your workers to build it for me.

LUTHOR
Done.

BRAINIAC
And the Kryptonian? Have you burned his body and scattered the ashes to the four winds? Or were you planning perhaps to gift me the pieces to feed to my pets?

LUTHOR'S EYES widen a bit at this. He hesitates.

LUTHOR
They're having a big funeral.

BRAINIAC glares at him.

LUTHOR
People liked him. Go figure.

BRAINIAC
It offends me.

LUTHOR
It's probably a good idea to leave it alone. Let 'em ball their eyes out. Get used to the idea, you know? Closure.

BRAINIAC
Deeply.

LUTHOR shrinks, uncomfortable, under Brainiac's gaze.

LUTHOR
You want me to stop it? I was gonna give everyone a few days before I--

(CONTINUED)

CONTINUED: (3)

BRAINIAC
Now.

LUTHOR
No problem.

CUT TO:

EXT. LEXCORP PLAZA - BALCONY - DAY

A TELEVISION CAMERA has been set up before a podium. LEX LUTHOR steps up to it. An UMBRELLA held over him. BODYGUARDS surrounds him. Black suits. Sunglasses.

LUTHOR
Citizens of Metropolis, this is Lex Luthor...

CUT TO:

EXT. CATHEDRAL - SAME TIME

LOIS LANE is walking down the front steps. THE PARADE OF MOURNERS still winds down the street. POLICE CARS block the intersections. Directing them. LUTHOR' S VOICE echoes all around. Coming from... LOUDSPEAKERS atop the surrounding buildings. Lois looks up, startled. Everyone else too...

CUT TO:

EXT. LEXCORP PLAZA - SAME TIME

LUTHOR
Superman is dead. Lamentable, perhaps. But a fact. And the order he brought to our city, has died with him...

SEVERAL CUTS TO:

TELEVISION SCREENS

IN A DINER. Patrons stare up from their meals.
IN A HOME. Kids playing NINTENDO suddenly stare at Luthor.

(CONTINUED)

CONTINUED:

IN OFFICES. Workers at computers are now watching him too. LUTHOR is broadcasting on every screen in the city.

CUT BACK TO:

EXT. LEXCORP PLAZA - SAME TIME

LUTHOR continues, reading from a speech.

LUTHOR
Chaos is knocking at our door. And chaos is the enemy of progress. A thief who would steal from you the future I have envisioned. An e-future where we are all plugged in and no one is left behind.

CUT BACK TO:

EXT. CATHEDRAL - SAME TIME

JIMMY and PERRY WHITE join LOIS on the steps. Listening...

LUTHOR'S VOICE
The police cannot defeat this unseen enemy. Neither can the Mayor.

WHITE
I don't like the sound of this...

CUT BACK TO:

EXT. LEXCORP PLAZA - SAME TIME

LUTHOR
I will have to.
(beat)
From this moment forward, I am in charge. And my first act as your new Mayor...

CUT BACK TO:

EXT. CATHEDRAL - SAME TIME

THE PARADE OF MOURNERS stare up at the speakers, hushed. LUTHOR'S VOICE echoes, godlike...

(CONTINUED)

CONTINUED:

LUTHOR'S VOICE
... is to declare Superman's funeral an illegal gathering! The crowd will disperse now!

THE CROWD reacts in outraged disbelief.
LOIS, PERRY AND JIMMY listen, dumbfounded.

WHITE
He can't do that!

LOIS
He just did.

CUT BACK TO:

EXT. LEXCORP PLAZA - SAME TIME

LEX turns to his PHALANX OF BODYGUARDS.
A LINE of them, in profile. Each one has the same...
CRYSTAL IMPLANT on their necks. Plugged into Lex. And...
SMART BURST ASSAULT WEAPONS in their hands. Ready.
LEX stares down over the balcony.
HUNDREDS more identical HENCHMEN are waiting.
LEX nods. THE HENCHMEN start forward. An army moving.

CUT TO:

EXT. CATHEDRAL - SAME TIME

THE ADVANCING WALL of LEX HENCHMEN march down the avenue.
THE CROWD begins to panic at their approach.
POLICE for a human barricade, hesitating.
THE HENCHMEN raise their SMARTGUNS. Open fire.

POLICE CARS EXPLODE! Tumbling like toys.
THE POLICE just gape at the firepower.
THE CROWD starts running in all directions.
THE POLICE too. Fleeing from the approaching army.

ON THE CATHEDRAL STEPS

LOIS, JIMMY and PERRY gape in alarm.
JIMMY grabs Lois's arm.

(CONTINUED)

CONTINUED:

OLSEN
We have to get out of here!

THE TRIO hurries down the steps.

ON THE SIDEWALK

PANDEMONIUM reigns. Everywhere people running as...
THE HENCHMEN storm closer.
LOIS pauses. A woman approaches.
KITTY is staring at her. Eyes full of remorse.

KITTY
Miss Lane...!

LOIS starts to head for her, Jimmy in tow. But...
A LIMOUSINE SCREECHES to the curb. HENCHMEN jump out.
GRAB KITTY. Gently but firmly. And pull her inside.
THE LIMOUSINE takes off with a SCREECH of rubber.
LOIS, JIMMY AND PERRY stare after it. Then...

OLSEN
This way!

OLSEN PULLS LOIS away from the street. Perry too.
THE TRIO escapes from the chaos, disappearing in the rain.

DISSOLVE TO:

EXT. DAILY PLANET - NIGHT

THE GRACEFUL BUILDING looks down on empty streets.
Nothing moves. The city is like a tomb.
The building itself is dark. Everyone has gone home.
Almost everyone. A SINGLE LIGHT burns in one window...

CUT TO:

INT. DAILY PLANET - PRESS ROOM - NIGHT

THE CAVERNOUS ROOM is dark. Desks empty. Except for...
LOIS LANE'S. A LAMP burns as she types on her LAPTOP.
Her eyes are red. Haunted as she finishes her story.

CLOSE ON LAPTOP SCREEN

We can read the DOCUMENT TITLE: "The Death Of A Hero"
PAN DOWN to the text. And the bottom of the screen.
LOIS types in the last sentence.

> "... so long as we cherish his ideals,
> and hold his memory in our hearts,
> Superman lives."

LOIS stares at the screen a beat. Emptied. Then...
She hits the PRINT command.
THREE PAGES quickly spew from the printer beside her.
LOIS collects them. Then rises from her chair.
Walks down the shadowy aisle toward White's office.
Lays the story on Perry's desk.

CUT TO:

EXT. DAILY PLANET - NIGHT

LOIS walks out the big entrance doors. Somber.
She pulls her coat around her against the cold.
Gazes at the deserted street. All alone.
She starts walking...

CUT TO:

EXT. CATHEDRAL - NIGHT

LOIS slowly approaches the great GOLDEN CHURCH.
DARK against the starry sky. As sad as she is.
CANDLELIGHT within illuminates the STAINED GLASS WINDOWS.
LOIS gazes at them. Then slowly starts up the steps.

CUT TO:

INT. CATHEDRAL - NIGHT

LOIS slips through the great OAK DOORS. Pauses.
A THOUSAND CANDLES fill the cavernous cathedral.
SUPERMAN'S CASKET rests at the end. Open.
A vast drift of FLOWERS cascades around it.
LOIS stares at the casket. Eyes red.
She slowly moves toward it.

AT THE CASKET

LOIS kneels on the bank of flowers, below the casket.
Slowly, she reaches out a hand to touch the side.

LOIS
(a whisper)
So you were a Prince. I'm not surprised.
You could be nothing less.
(beat)
Sleep well, my love.

LOIS forces herself to her feet. Eyes closed.

Her face fills with loss. Her soul aches.
She leans toward him, to kiss him farewell. FREEZES.
SUPERMAN IS GONE. The casket is empty.
LOIS just stares, shocked. Then...
A SOUND ECHOES far off in a corner.
LOIS whirls toward it.

LOIS
Who's there?

No one answers. She listens.
FOOTSTEPS ECHO on the marble floor.
LOIS jumps to her feet and heads toward them.
RUNNING toward the dark recesses of the Cathedral.
Turns a corner. Sees...

A FIGURE, far ahead, slipping through a doorway.
Carrying SOMETHING in it's arms.
It's THE SCARRED MAN. Hood pulled over his terrible head.
LOIS hurries after it. Flies through the door.

CUT TO:

INT. CATHEDRAL - BASEMENT

LOIS rushes down the steps. Fast as she can.
But the SOUND of the PHANTOM keeps receding.
Moving faster than she can follow.
We hear the CLANG of another door echoing ahead.

(CONTINUED)

CONTINUED:

LOIS rushes on into the gloomy darkness. Sees...
An IRON TRAP DOOR set into the ancient basement flagstones.
She leans down and pulls with all her might.
THE DOOR CREAKS open. Lois slips down through it...

CUT TO:

INT. METROPOLIS AQUEDUCT - NIGHT

A VAST STONE AQUEDUCT. A river runs through the center.
LOIS sees the shadow of the HOODED FIGURE far ahead.
She hurries after it.

CUT TO:

INT. ANOTHER PART OF THE AQUEDUCT - NIGHT

LOIS turns into another channel of the aqueduct and pauses.
A STRANGE VESSEL meets her eyes. Alien looking. Scary.
A SPACESHIP. Black. Immense. Steam issuing from ports.
Resting in the center of the tunnel. Filling it.
THE HOODED FIGURE climbs an entrance ramp. Slips inside.
LOIS hesitates, then hurries toward the ship.
She pauses at the ramp. Gathering her courage. Then...

CUT TO:

INT. SPACESHIP - CORRIDOR

LOIS climbs the last few steps into the MYSTERIOUS SHIP.
Cables run like living sinews along the walls.
CRYSTALS stab light into the shadowy darkness.
LOIS cautiously moves further into this STRANGE PLACE, as...

CUT TO:

INT. SPACESHIP - SURGERY

THE SCARRED MAN places SUPERMAN in a strange DEVICE.
AN OPEN CAPSULE of dark crystal. Arteries running to it.
SUPERMAN still wears his TORN and TATTERED OUTFIT.
THE SCARRED MAN pulls it off. Stripping him naked.
THE KRYPTONITE SPEAR point protrudes from Superman's chest.

(CONTINUED)

CONTINUED:

THE SCARRED MAN puts on a PROTECTIVE MECHANICAL GLOVE.
Pulls the shard out. Seals it in a CONTAINER...

CUT TO

INT. SPACESHIP - MAIN ROOM

DARK. ALIEN MACHINERY and INSTRUMENTS everywhere.
A LARGE TRANSLUCID SPHERE floats in the center of the room.
Organic looking. Slightly distorting the view through it.
LOIS quietly steps inside. Stares at the strange sphere.
Starts around it, peering at an open portal to the surgery...

CUT TO

INT. SHIP'S SURGERY

SUPERMAN lies naked in the strange enclosure.
THE SCARRED MAN manipulates controls nearby.
THE CRYSTALLINE TUB begins to rapidly fill with liquid.
SMOKING BLUE STUFF that churns and as it rises, until...
SUPERMAN'S BODY is completely covered. Then...
ELECTRIC CHARGES begin to OSCILLATE through the liquid.
A MILLION little LIGHTNING STRIKES pulsing through him.
THE SCARRED MAN stares a beat. Then turns and goes.

CUT TO:

INT. SPACESHIP - MAIN ROOM

THE SCARRED MAN reenters. Closes the door.
LOIS steps quietly around the SPHERE. Peering...
THE SCARRED MAN reads a display screen. His back toward us.
He quietly speaks to Lois. He knows she's there.

SCARRED MAN
Be careful what you touch.

LOIS jumps, startled. THE MAN turns. Faces her.

LOIS
Who are you?

THE SCARRED MAN removes his hood.
Steps closer. Into a beam of LIGHT.
We see him clearly for the first time. Lois GASPS.

(CONTINUED)

CONTINUED:

SCARRED MAN
It is only a face. You need not fear it.

ANGRY SCARS cover half of it. A story of hardships.
But his EYES are kind. His VOICE gentle.

SCARRED MAN
I am Mal-ar, the last Knight of Krypton.
I served Jor-el...
(gestures to Superman)
... His father. My king.

LOIS
(hesitant)
I'm Lois--

MAL-AR
I know who you are.
(beat)
You loved him very much.

LOIS looks at him surprised.

LOIS
How could you know that? No one did.

THE SCARRED MAN casually steps toward her.
LOIS backs around. Keeping the STRANGE SPHERE between them.

MAL-AR
I have been to many worlds. I know a
truth when I see it.

LOIS
What have you done with Clark?

AS MAL-AR moves behind the sphere, something odd happens.
LOIS peers at a changed face through the ALIEN PRISM...
MAL-AR'S SCARS are gone. We see what he would have been.
A HANDSOME MAN. Gentle features. Noble looking.
LOIS stares amazed, as Mal-ar continues.

MAL-AR
I was a young man when Jor-el placed him
in my arms. I swore to protect him.
(MORE)

(CONTINUED)

CONTINUED: (2)

MAL-AR (CONT'D)
Teach him who he was. Prepare him for what he must become.
(beat)
I failed.
(then)
I've been searching for him since. And now I've found him.

LOIS
Too late.

MAL-AR shakes his head no.

MAL-AR
Just in time.

LOIS
But... he's dead.

MAL-AR gives her a reassuring smile.

MAL-AR
Only a little.

MAL-AR indicates the door to the surgery. Beckoning her.

MAL-AR
Come. See.

CUT TO:

INT. SURGERY

SUPERMAN lies in the strange tub. Eyes closed. Submerged. THE FLUID has formed a hard seal, like ice, over him. THE LIGHTNING VOLTS keep striking, millions each second. LOIS gazes down at him. Mournful. Bewildered.

LOIS
I don't understand.

MAL-AR
His father chose this planet carefully. I grew under a red sun, as did we all on Krypton. Jor-el knew your yellow sun would give his child fantastic powers.
(MORE)

(CONTINUED)

CONTINUED:

MAL-AR (CONT'D)
Enormous energy. And resilience.
(beat)
Even in death.

LOIS turns to Mal-ar, almost afraid to hope.

LOIS
Then... he's still alive?

MAL-AR
Some ray of life still lingers there.
(gestures to the tub)
The "Well" is speaking to it. Trying to coax the reserves sleeping deep within him, and awaken them. It can only be attempted once and it is not a certain thing. Another day and I would have been too late.

LOIS
How long before we know?

MAL-AR
Are you asking if you can stay?

LOIS
I don't intend to leave.

MAL-AR considers her a beat. Then...

MAL-AR
Hours. Days. I really don't know.

LOIS nods.

LOIS
Then I suppose we should watch him in turns. I'll take the first...

CUT TO:

INT. LEXCORP - LUTHOR'S OFFICE - DAY

LEX LUTHOR sits behind his desk. Frowning.
BLUME, his attorney, stands before him, holding a LEXLINK.

(CONTINUED)

CONTINUED:

BLUME
Nobody wants one.

LUTHOR
Everyone who works for me does.

BLUME
They have to. No one in the public does.

LUTHOR bangs his desktop, frustrated.

LUTHOR
How am I supposed to build an e-world empire if nobody logs on?!

BLUME
Perhaps if you set an example yourself.

LUTHOR glances dubiously at the implant. Then...

LUTHOR
You're popular.

BLUME shakes his head no. THEY BOTH look over at... KITTY. Painting her nails. She looks back.

KITTY
Don't even ask.

LUTHOR frowns, thinking.

LUTHOR
All right... Close all the stores and outlaw AOL. Anybody feels like buying something, they got shop online through me. End of problem.

CUT TO:

INT. DAILY PLANET - PERRY WHITE'S OFFICE - LATER

PERRY WHITE reads a LEXCORP FAX in angry disbelief. His eyes go WIDE. The veins on his neck BULGE.

CONTINUED:

WHITE
OUTRAGEOUS!

IN THE NEWSROOM

WHITE storms into the bustling room waving the FAX.

WHITE
I WANT LANE!

COWED REPORTERS try to duck away from his wrath.
WHITE strides toward Lois Lane's desk. Empty.
JIMMY OLSEN tries to flee. Too late.

WHITE
Olsen! Where's Lane?

OLSEN
No one's seen her since yesterday, sir.

WHITE
Yesterday? Is she missing too? What the hell is going on around here?

OLSEN
I don't know, sir.

WHITE turns his wrath on Jimmy.

WHITE
Of course not! You're not a reporter. You're a photographer. I don't want you! FIND LANE! She's got a story to write.
(shakes the fax)
Luthor's gone too far! And this newspaper's going to stop him!

WHITE'S SECRETARY approaches. Hands him a phone.

SECRETARY
Lex Luthor. For you.

WHITE grabs the phone. Furious.

CONFIDENTIAL

CONTINUED:

WHITE
Luthor! What do you think--

WHITE freezes, going BRIGHT RED as Luthor speaks.
Then SLAMS the phone into its cradle. APOPLECTIC.

WHITE
He just outlawed the Daily Planet!
(beat)
He can't get away with that!
(whirls to Jimmy)
Olsen! Find Lane!

CUT TO:

EXT. METROPOLIS - CITY STREET - DAY

DESERTED. Fear has driven most people into the their homes.
THE FEW SOULS who have ventured out hurry by quickly. As...
LEX'S HENCHMEN patrol the streets in ARMORED CARS.

CAMERA TRACKS DOWN to the pavement. Then...
DESCENDS through it. Until we are in...
THE AQUEDUCT beneath the streets. And we discover...
MAL-AR'S SPACESHIP resting before us.

CUT TO:

INT. SPACE SHIP - SURGERY - NIGHT

LOIS SLEEPS. Curled up on the deck beside the "WELL."
SUPERMAN lies within it. Unmoving. Dead. Then...
HIS FACE twitches. Just a little. Then again.
SLOWLY PUSH IN. Through the icy surface of the Well.
Through the ELECTRIC FLASHES in the jellied liquid over him.
KEEP PUSHING CLOSE. Until his EYES FILL SCREEN. Suddenly...

SUPERMAN'S EYES SNAP OPEN. Wide. SHOCKED. As...
CAMERA RUSHES toward them. RIGHT INTO THEM and THROUGH...

SUPERMAN'S POV - A SERIES OF FLASHING IMAGES

RACING THOUGH a jangling, twisting, crackling WORMHOLE.
FASTER and faster. Rushing headlong toward BLACKNESS. Then...

(CONTINUED)

CONTINUED:

BAM! We rocket out in an EXPLODING FLASH to...

LOIS CRYING as she holds us in her arms on the street.
BRAINIAC leering as he thrusts the KRYPTONITE SPEAR INTO US.
THE SCARRED MAN beckoning us from the far building's rooftop.
THE HOMELESS MAN smiling as his COOKING FIRE jumps to life.
LOIS, naked, sweating, the RED CAPE beneath her, on Rushmore.
HER ARMS reach out to us, pulling us close...

THEN. ANOTHER EXPLOSION and...

CLARK IN COLLEGE. His reflection in a GLASS LIBRARY DOOR.
CLARK AT TWELVE. His reflection on the surface of a LAKE...
LAUGHING as he FLIES three feet above it.
CLARK AT FIVE. His reflection in a glass SCHOOL BUS DOOR...
A FARMER AND HIS WIFE behind him, watching him board.
WE'RE AN INFANT. Being pulled from a crater by the FARMER...
PAN UP TO the SUN. Glaring YELLOW AND BRIGHT...

THEN. ANOTHER EXPLOSION and...

MAL-AR as a young man, putting us in the ESCAPE CAPSULE.
BEYOND HIM we see BRAINIAC charging into the SHUTTLE BAY.
BRAINIAC KILLING JOR-EL as we are carried swiftly away.
JOR-EL bravely kissing us goodbye, forever.
LARA DYING as we're pulled from her arms.
LARA carrying us through the chaos of DYING KRYPTON.

THEN...

JOR-EL SMILING proudly at us as he holds us in his arms.
OUR TINY HAND curiously touches the "S" SHIELD on his chest.
LARA. Exhausted. Smiling. Lying on a hospital bed.
She lovingly reaches out as we are gently handed to her.
HER DARK EYES smile at us. Warm pools. Beckoning.
PUSH IN ON LARA'S EYES. Closer and closer. Until...
THEY FILL FRAME. Then...

WE RACE BACK OUT of the eye. Open wide. STARING.
SUPERMAN'S EYE NOW. Under the liquid. In SHOCK. Then...

SUPERMAN starts thrashing. Trying desperately to claw free.
A FACE peers down at him through the murky surface. LOIS.
LOIS smashes her fists through the icy surface.
Reaches into the well. GRABS SUPERMAN and pulls.

(CONTINUED)

CONTINUED: (2)

SUPERMAN rises to the surface. Choking. Gasping.
ROARING in shock and pain.

LOIS
Clark! Clark!

LOIS heaves with all her strength. Wrenching him upward.
SUPERMAN is slowly, fitfully dragged from the well.
LOIS keeps pulling. Straining. Until...
SUPERMAN tumbles over the side. Wet. Naked. Choking. Shaking.
LOIS holds him in her arms. Cradling his shivering form.

SUPERMAN
Lois...?

SUPERMAN clings to her. Trembling as she rocks him.

LOIS
I'm here... I'm here.

HOLD ON THEM a beat. Then...

CUT TO:

INT. MAL-AR'S SPACESHIP - MAIN ROOM - LATER

SUPERMAN sits wrapped in a blanket. Weak. Still reeling.
LOIS and MAL-AR are with him.

SUPERMAN
How long was I dead?

LOIS
Almost three days.

SUPERMAN nods. Then...

SUPERMAN
I saw it all.
(beat)
My death. My life. You...

He turns to Mal-ar, continuing.

(CONTINUED)

CONTINUED:

SUPERMAN
And Krypton. My parents. The end of the world. Everything.
(then)
You almost died saving me. Thank you.

MAL-AR shrugs.

MAL-AR
My life is nothing. Yours is everything.

SUPERMAN stares at him thrown.

MAL-AR
You are the Prince of a great people.

SUPERMAN
Not any more. Brainiac killed them all. I saw it happen. So did you.

MAL-AR shakes his head no.
Turns to the FLOATING TRANSLUCENT SPHERE.
IMAGES begin to appear within it.
KRYPTON dying. CRASHING into its sun.

MAL-AR
Brainiac was your father's great mistake. And our world paid for it. But you are wrong, Kal-el. He did not kill them all. Many escaped.

IN THE SPHERE we see ESCAPE SHUTTLES fleeing KRYPTON.
SUPERMAN stands and walks to the sphere. Pensive.
LOIS stares too. Amazed at the images.

MAL-AR
They live in hiding. Awaiting your return. To build a new world.

THE SPHERE faces the images away.
SUPERMAN turns back to Mal-ar. Troubled.
MAL-AR holds the JOR-EL'S AMULET in his hand.

(CONTINUED)

CONTINUED: (2)

MAL-AR
This was your father's. It holds many secrets. Many lessons. When you have mastered them, you'll will be ready to take his place and lead your people.

MAL-AR offers it to Superman.

MAL-AR
There will be time enough on the journey. We must leave at once.

LOIS turns to Mal-ar, alarmed.

LOIS
Leave? Earth?

MAL-AR
His duty lies out there.

SUPERMAN stares at the AMULET. Hesitating. Then...

SUPERMAN
No.

MAL-AR now wears a look of shock.
SUPERMAN pins a steely gaze on him.

SUPERMAN
Not until Brainiac is dead.

MAL-AR
He is not your destiny.

SUPERMAN pins him with a dark look.
One we haven't seen before.

SUPERMAN
No one ever killed *you*. Let me tell you, it has a singular effect on your point of view. He murdered my father, and my mother, and me. I'm going to return the favor.

MAL-AR frowns, disturbed.

(CONTINUED)

CONTINUED: (3)

MAL-AR
You are in no state to do any such thing.

SUPERMAN
Try me.

MAL-AR gives him a level stare.

MAL-AR
Very well. Knock me down.

SUPERMAN
What?

MAL-AR
Push me a foot or two. Now.

SUPERMAN reaches out and SHOVES Mal-ar. Nothing. SUPERMAN stares, surprised. Tries again. Harder. MAL-AR just stands there. Then...

SUPERMAN
What did you do to me?

MAL-AR
I saved your life. Again, my Prince. But your powers are gone.

SUPERMAN stares at him. Stunned.

SUPERMAN
Gone...?

MAL-AR
For a time. Dying has it's price. Your body is weak. You can will them back quickly if you choose.
(beat)
But I hear hate in your voice. That is a foreign thing to our race. And so long as you cherish it, you will be no more than any man. I have not spent my life, Kal-el searching the universe for just any man. But for a Prince. Will you be one?

(CONTINUED)

CONTINUED: (4)

SUPERMAN sinks back to his seat. Stunned.
LOIS goes to him. Concerned.
MAL-AR softens a bit. Opens a locker. Revealing...

A FANTASTIC BLACK SUIT. Like an armored space suit.
SERVOS AND MOTORS integrated into its design.
A GLEAMING CRYSTAL SWORD sheathed beside it.
SUPERMAN gazes at the suit.

SUPERMAN
What's that?

MAL-AR
That is the suit of armor of a Household Knight of the First Council of Krypton. Mine, in fact. It has saved my life many times. While you heal, it will husband your strength. And protect you on our journey, should the need arise. When you come to your senses, I'll teach you how it works.

MAL-AR closes the locker. Faces Lois.

MAL-AR
He needs rest. Convince him. I suspect he listens to you.

MAL-AR turns to go.

LOIS
Where are you going?

MAL-AR
To gather supplies for the voyage. I had planned for two. But now that I've gotten to know you, I'm assuming we'll be three.

MAL-AR heads out. A little irritated.

CUT TO:

INT. LEXCORP - ROOFTOP - NIGHT

High above the city. The lights of Metropolis all around.
A HUGE METAL SCAFFOLD has been erected on the roof.
It points like an ANTENNA toward the stars.
A COMPUTER CONTROL CONSOLE is set up next to it.

BRAINIAC stands before it. LYCEROPEDS dutifully at his side.
GAROLD hovers beside him. Anxious. Then...
BRAINIAC touches a COMMUNICATOR on his tunic. Speaks.

BRAINIAC
Everything has been prepared. You may proceed into position for recharging.

CUT TO:

INT. SKULL SHIP - SAME TIME

THE EARTH appears through the twin sockets before us.
Growing larger as the ship begins its approach.
A HOLOGRAPH of BRAINIAC on the roof floats in the air.
THE SKULL SHIP answers him.

SKULL SHIP
Very well, My Lord. I am ready.

CUT TO:

INT. LEXCORP - ROOFTOP - NIGHT

BRAINIAC turns to the COMPUTER CONSOLE. Lays his hand on it.

CUT TO:

INT. LEXCORP - POWER CENTER - SAME TIME

A COMPLEX of HUGE TRANSFER GENERATORS begins to roar.
METERS and DIALS instantly record the surge...

CUT TO:

INT. LEXCORP - LABORATORY - SAME TIME

THE CYLINDER containing KRYPTONITE has been modified.
A CHANNELING PASSAGE now rises from it through the ceiling.
As the power surge HITS A SOLID BEAM of ENERGY rise upward.

CUT TO:

INT. LEXCORP - ROOFTOP - NIGHT

THE ENERGY shoots up into the SCAFFOLD. Then ROARS through.
BLASTING A BEAM into the night sky, and far into space.
BRAINIAC GRINS as he watches the power soar heavenward.

GAROLD GLANCES down at a DEVICE beeping on his belt.
A "HIPTOP" MINI-COMPUTER. The screen displays schematics.
The word "WARNING" flashes.
GAROLD surreptitiously studies the screen. Alarmed.

CUT TO:

INT. MAL-AR'S SPACESHIP - NIGHT

SUPERMAN AND LOIS lie beneath a blanket. Sleeping.
SUPERMAN opens his eyes. Glances at her. Checking.
Then quietly slips from her arms. Rises.
LOIS stirs, then settles.
SUPERMAN stares down at her.

SUPERMAN
(barely a whisper)
I'm sorry.

Then swiftly turns and silently slips from the room.

CUT TO:

INT. LEXCORP - LEX'S OFFICE - NIGHT

LEX LUTHOR sits on the sofa watching WWF WRESTLING.
A BEARDED GUY IN DRAG battles A LOIN-CLOTHED CAVEMAN.
KITTY sits beside him, appalled.

KITTY
That's not real, you know.

(CONTINUED)

CONTINUED:

LUTHOR
I'm trying to relax here.

THE LIGHTS suddenly brown out. The TELEVISION goes off.

KITTY
Thank god.

LUTHOR
Shut up.
(Shouting skyward)
Finish recharging already, will you!

THE LIGHTS come back up. Then...
BANG! BANG! BANG! The door flies open.
GAROLD hurries in. Out of breath. Ashen.

GAROLD
Mr. Luthor. We got a serious problem!

CUT TO:

INT. LEXCORP - CORRIDOR

LUTHOR, GAROLD, and a dozen armed LEXMEN storm along it.
Luthor scowls as Garold hurriedly continues to explain.

GAROLD
He's tied all the power centers together and overloaded the network. At the rate they're cooking, they'll all go critical in less than an hour... The resulting chain reaction--

LUTHOR
How bad?

GAROLD
We're all gonna die.

LUTHOR
That wasn't part of the deal.

CUT TO:

INT. LEXCORP - ROOFTOP - NIGHT

LUTHOR, GAROLD, and the LEXMEN storm onto the roof.
BRAINIAC watches the ENERGY BEAM hum through the SCAFFOLD.

LUTHOR
You just wore out your welcome.

BRAINIAC turns. Annoyed.
LEX AND THE BOYS stride toward him...
THE LEXLINKS SPARKLING on the HENCHMEN'S NECKS...
ENERGY WEAPONS raised and aimed at Brainiac.
THE LYCEROPEDS SNARL at their approach.

BRAINIAC
You have some complaint?

LUTHOR
Yeah. My chief engineer just told me that in an hour the planet's gonna explode and we're all gonna die. I'm annoyed.

BRAINIAC frowns at Garold.

BRAINIAC
So am I.

BRAINIAC swiftly grabs GAROLD and HURLS him into the air.
GAROLD SCREAMS as he flies off the building. Gone.
LUTHOR gapes. Shocked. Then turns to his men.

LUTHOR
Kill him.

BRAINIAC sweeps his hand over the COMPUTER CONSOLE.
THE LEXLINKS GLOW BRIGHT on the Henchmen's necks.
They instantly turn and train their weapons on Lex.
LUTHOR stares at them. Very surprised.

LUTHOR
You're all fired.

BRAINIAC
Take him back to his office. If he troubles you, please shoot him.
(MORE)

(CONTINUED)

CONTINUED:

BRAINIAC (CONT'D)
(to Lex)
I'd do it now, but I so want you to be here for the end. Much, much worse.

CUT TO:

INT. MAL-AR'S SPACESHIP - NIGHT

LOIS stirs in her sleep. Reaching out for Superman. Gone. She opens her eyes. Surprised.

LOIS
Clark?

LOIS quickly rises and hurries into the next room.

CUT TO:

INT. MAL-AR'S SHIP - MAIN ROOM

LOIS rushes into the room. Anxious.

LOIS
Clark!

MAL-AR stands there. Peering at the open locker.

MAL-AR
He's gone.

THE FLOATING SPHERE suddenly begins to undulate. SUPERMAN appears within it. A recording. LOIS AND MAL-AR turn toward it. Surprised.

SUPERMAN
I know you guys are gonna be mad. But I can't help that. Death changes you. I don't recommend it. But I see things I didn't before. Brainiac is going to destroy this planet. I know that now. I feel the hate in him. Because I feel it in me. I have to face him. And kill him.
(beat)
And maybe these aren't my people. But they're the only ones I know. And I like them. I can't let them die.
(MORE)

(CONTINUED)

CONTINUED:

SUPERMAN (CONT'D)
I don't want to either. And I love you Lois. But whatever I might have been. Or might still become, I do this first. Or nothing after it will matter.

SUPERMAN starts to turn away. Then stops.

SUPERMAN
Oh, I borrowed your suit, Mal-ar. Hope that's all right. I'll try to be careful. Looks expensive.
(smiles)
And you were wrong, by the way.
(gestures around him)
This stuff isn't that hard to figure out. Wish me luck.

SUPERMAN fades as he turns and walks away.
LOIS AND MAL-AR turn to each other. Worried.

MAL-AR
He's in great danger. More than he knows. We have to stop him.

LOIS
We have to *help him.*

CUT TO:

INT. GOLDEN CATHEDRAL - NIGHT

JIMMY OLSEN slips inside the dark cathedral.
SUPERMAN'S CASKET still sits under the vaulted ceiling.
THE CANDLES have long ago burned out.
JIMMY sweeps his FLASHLIGHT around.

OLSEN
Lois?

JIMMY heads timidly toward the casket. Peers inside.
Empty. He stares surprised. Then frightened as...
FOOTSTEPS echo on the marble.
JIMMY sweeps his light into the shadows.

OLSEN
Who's there?

(CONTINUED)

CONTINUED:

LOIS AND MAL-AR are caught in the flashlight's beam.

LOIS
Jimmy?

OLSEN
Lois? You scared the hell out of me.

JIMMY peers nervously at Mal-ar's frightening visage.

OLSEN
Is he with you? I hope.

LOIS
This is Mal-ar. He's from Krypton. He's okay. What are you doing here?

JIMMY tries to digest that quickly. Then...

OLSEN
Looking for you.

LOIS
In here?

OLSEN
I already looked everywhere that made sense. So I followed a hunch.

LOIS smiles.

LOIS
Jimmy. I'm proud of you. You're starting to think like a reporter.

OLSEN
Thanks...
(then)
Hey, did you know somebody stole Superman's body. I just looked and--

LOIS
We're way ahead of you on that one.

CUT TO:

EXT. CATHEDRAL - NIGHT

LOIS, JIMMY, AND MAL-AR hurry outside.

OLSEN
He' s alive?!

LOIS
And heading for a showdown with Brainiac.
We have to get to him first.

JIMMY is trying to take all this in.

OLSEN
No one' s seen Brainiac for days. He could
be anywhere. How are we supposed to--

MAL-AR points up at the sky. Grim.

MAL-AR
There.

LOIS AND JIMMY turn and follow his gaze.
THE ENERGY BEAM from LEXCORP shoots toward the stars.
BRAINIAC' S SKULL SHIP hovers in the sky above it.
Riding the beam like its BEACON.

LOIS
Lexcorp...

CUT TO:

EXT. LEXCORP PLAZA - NIGHT

CITIZENS in nearby buildings GAPE TERRIFIED from windows.
POINTING at the SKULL SHIP looming far above them.

A DOZEN LEXMEN stand guard before the HUGE ENTRANCE.
ALL wearing LEXLINKS. ALL wielding ASSAULT BURST GUNS.
Indifferent to the SKULL blotting out the moon. But...
They turn as one toward an approaching SOUND.
BOOM. BOOM. BOOM. BOOM. Something stomping toward them.

SUPERMAN STEPS HARD into SHOT. Pauses. Staring.
He wears the KRYPTON SUIT OF KNIGHT' S ARMOR.

(CONTINUED)

CONTINUED:

WICKED. BLACK. SHINY. Like a SAMURAI SPACEMAN.
SUPERMAN holds the CRYSTAL SWORD in his hands.
A PROTECTIVE HELM curves up and forward from his neck.
But his face is clear to see. He glares. Angry.

SUPERMAN
Lay down your weapons. Walk away. And you can live. My fight's not with you.

THE LEXMEN exchange amazed glances. Then...
They all shake their heads no at once.
Raise their rifles. And open FIRE!

SUPERMAN instantly raises the CRYSTAL SWORD.
DEFLECTING a burst. Then another. And another.
THE BEAMS bounce from the sword and fly away.
THE SUIT giving something like the speed he once had.
HE ROLLS FAST dodging another burst.
SNAPS back to his feet and STOMPS forward.

THE LEXMEN keep firing. A steady fusillade.
SUPERMAN rolls one way. SNAP DODGES another.
Always pushing forward. Sword flying at the BEAMS.

SUPERMAN is hit by one. SMACK! It CRACKS the armor.
Then another burst lands on him. SMACK. Another CHINK.
SUPERMAN closes in. CRYSTAL SWORD a flying blur.

THE LEXMEN concentrate their fire as Superman approaches.

SUPERMAN leaps up, spinning fast, out of the way.
CLIMBING THE WALL. Always parrying the blasts.
ROLLING AND DODGING across the CEILING of the entrance.
THE SWORD A BLUR. Sending the ENERGY BURSTS back.
THE DEFLECTED BURSTS begin hitting the LEXMEN.
One after another. They sprawl. Fly. Drop. SMACK THE GROUND.

SUPERMAN reaches the far wall. Sprint-rolls back down.
Stands there. Ready. Breathing hard. Realizes...
THE LEXMEN lie all around him. Dazed. Moaning. Beaten.
SUPERMAN whirls toward the BIG GLASS DOORS.
RAISES THE CRYSTAL SWORD. Slashes. GLASS EXPLODES.
SUPERMAN angrily strides inside. Then...

A FEW CITIZENS warily approach. Peering after him.
An OLD MAN, a FIFTIESH WOMAN, and a GUY IN A SUIT.

(CONTINUED)

CONTINUED: (2)

OLD MAN
Did you see his face?

FIFTIESH WOMAN
I'd swear it was Superman.

SUIT GUIY
Couldn't be. He's dead. And if it was, why would he be dressed in that get up?

THE OLD MAN shakes his head.

OLD MAN
No idea. But it was him all right.

CUT TO:

INT. LEXCORP - LUTHOR'S OFFICE - NIGHT

KITTY leans out one of the windows looking down. LEX holds an ice pack to his bruised cheek.

LUTHOR
I'm screwed! Screwed! Screwed! AGAIN!
(then)
When is it gonna get fair for Lex Luthor!

KITTY frowns.

KITTY
We're all *getting it* with you Lexy, so stop crying. Let's try to make our last forty five minutes pleasant.

LEX reluctantly settles down.

LUTHOR
All my life I just wanted to be somebody.

KITTY pats him on the shoulder. Like a disappointed mom.

KITTY
You are somebody, honey. You're a jerk. Maybe you could try being somebody else for a while.

(CONTINUED)

CONTINUED:

Suddenly we hear GUNFIRE outside in the HALL.
BADDA BADDA BADDA BADDA! Then silence. Then...
BOOM BOOM BOOM! Footsteps. Then. CRASH!
THE DOOR is knocked off its hinges!
SUPERMAN stomps in. Looks around.

LEX AND KITTY cringe. Amazed and terrified.

SUPERMAN
Where is he?

LUTHOR
You're dead!

SUPERMAN
Long story. No time. Where?

LUTHOR points up. Toward the roof.
SUPERMAN whirls and STOMPS back out. Stops. Turns.

SUPERMAN
Bye the way... If I don't die again,
you're in big trouble.
(beat)
And get your bodyguards some first aid.
They're bleeding.

SUPERMAN whirls away again.

CUT TO:

EXT. LEXCORP PLAZA - NIGHT

LOIS, MAL-AR, AND JIMMY run up to the entrance.
BATTERED LEXMEN are grabbing broken legs and arms.
MOANING. The fight knocked out of them.
LOIS glances up at the SOUND OF GUNFIRE high above them.
FLASHES illuminate the windows of the fortieth floor.
MAL-AR and JIMMY stare up too.

LOIS
Oh God...

MAL-AR
There's little time.

(CONTINUED)

CONTINUED:

THE TRIO hurries toward the BLOWN OUT DOORS.
MAL-AR passes a Lexman trying to get to his knees.
CASUALLY BOOTS him as he passes.

MAL-AR
Stay there.

CUT TO:

INT. LEXCORP - ANOTHER FLOOR

SUPERMAN CRASHES through a stairwell door. Sees...
TWENTY LEXMEN right in front of him. GAPING IN SURPRISE.
They all raise their weapons. Start OPENING FIRE.
SUPERMAN SPINS in a BLUR toward the closest one.
Grabs him. SWINGS the guy like a club.
THREE OTHERS go sprawling. Then...

SUPERMAN whirls KICKS. Another guy drops. But...
THE LEXMEN start scoring hits.
SUPERMAN' S ARMOR begins to SPLINTER and CRACK.
HE ROLLS, diving, trying to get away.
SPRINGS up. RAISES the sword. Flat edge out.

SMACK. A LEXMAN gets it across the face. Drops.
THE ROUNDS are chewing up the walls too.
Filling the air with dust and plaster.

SUPERMAN whirls to the next one...
SMACK. Flat blade behind the knees. Then up and over.
THE LEXMAN twirls through the air like a ball.
Absorbing ROUNDS. He SMACKS the floor. Still.
THE LEXMEN stop shooting. Peer into the plaster fog.
SUPERMAN is gone. Vanished. Then...
THEY gaze down at the comrade they blasted.

LEXMAN
Uh oh. I think we got Eddie...

CUT TO:

EXT LEXCORP - ROOF

THE SKULL SHIP descends closer to EARTH. Looming now.
THE ENERGY BEAM glows HOT as it continues pulsing.

(CONTINUED)

CONTINUED:

BRAINIAC turns his gaze from his ship toward...
THE SOUND OF FIGHTING beneath him in the building.
THE LYCEROPEDS SNARL in angry anticipation.

BRAINIAC whirls to a MONITOR on the computer console.
TOUCHES the SCREEN. Hunting.
SECURITY CAMERA IMAGES swirl in succession. Until...
SUPERMAN appears on one. Battling LEXMEN.
BRAINIAC'S EYES GO WIDE. He stares in disbelief. Then...

BRAINIAC
Well. Good. Seconds.

BRAINIAC turns to his Lyceropeds.
They gaze up at him. Hopeful. Hungry. Anticipating.
BRAINIAC nods. THE LYCEROPEDS sprint away. No orders needed.

CUT TO:

INT. LEXCORP - POWER CENTER - NIGHT

THE VAST ROOM ROARS as the POWER CONDUCTORS strain.
Glowing red. Getting hotter. Nearing critical...

CUT TO:

INT. LEXCORP LABORATORY - NIGHT

THE KRYPTONITE COLLECTOR is streaming MORE POWER upward.
VIBRATING. SHAKING. Rattling the pipes on the walls...

CUT TO:

INT. LEXCORP - CORRIDOR

LOIS, MAL-AR, AND JIMMY hurry along a corridor.
RACE around a corner. Freeze.
TWO LEXMEN face them. Weapons raised.

LEXMAN
Don't move.

THE LEXLINKS on the TWO MEN glow brighter. Sparkling.
They turn to each other. Listening.

(CONTINUED)

CONTINUED:

LEXMAN
You heard the order. Kill 'em.

LOIS AND JIMMY'S EYES GO WIDE.
MAL-AR only stares, waiting like a samurai.
JIMMY swiftly raises his camera. FLASH!
THE LEXMEN squint. Flinching. Blinded.
MAL-AR leaps into action.
THE OLD MAN is a blur of motion.
A spin. CRUNCH. A kick. SLAM.
THE LEXMEN lie on the carpet. Unarmed. Unconscious.
Jimmy just stares. Amazed. Mal-ar looks at him.

MAL-AR
Thank you.

MAL-AR picks up the ASSAULT WEAPONS.
Keeps one. Hands the other to Jimmy.

LOIS
Don't I get one?

MAL-AR
No.
(to Jimmy)
Do you know how to fire a weapon?

JIMMY grins.

OLSEN
Sure. You just--

THE ASSAULT GUN GOES OFF! FIRING BURSTS in all directions.
JIMMY tries hard to hang onto it. Finally stops shooting.
HALF THE CORRIDOR is smoking and destroyed.
MAL-AR just looks at him. Grabs the weapon back.
Hands it to Lois.

MAL-AR
We'll meet you outside.

CUT TO:

INT. LEXCORP - OFFICE

SUPERMAN CRASHES through an OFFICE WALL. Sweeps his gaze.

DARK. DESERTED. Street light spills through the windows.
SUPERMAN looks like a wreck. THE SUIT OF ARMOR is cracked.
A few plates gone. The SERVOS WHINE in complaint as he moves.

SUPERMAN CLUNKS heavily through the room. Stops.
Listens. He hears PANTING. He spins as...

A LYCEROPED leaps from the darkness. Flying at him.
SUPERMAN is knocked from his feet. JAWS SNAP at him.

SUPERMAN ROLLS. Suit SCREAMING. Gets up. SWORD high...
ANOTHER LYCEROPED hits him from behind.
SUPERMAN whirls. SWORD FLASHING at the SHAPE whisking past.

WE HEAR a HOWL as the ALIEN BEAST tumbles.
SUPERMAN whirls back to the first one. TOO LATE...
RABID JAWS clamp on his arm. SINKING through the suit.
THE SWORD flies from his hands.
THUNK! It sticks in the ceiling.
SUPERMAN struggles with the BEAST. Marshals his strength.
Grabs its throat and flings with all his might.
THE LYCEROPED sails through the air. Hits a wall.
Spins. Comes back up. Springs at Superman again.

SUPERMAN sees it coming. His eyes dart up to the sword.
HE SNAP ROLLS fast. Then...
Climbs the wall behind him. Using it as a springboard.
Leaps and ROLLS in mid air. Reaching out...
GRABS the SWORD'S HILT. SWINGS it as he SOMERSAULTS down.

A HUGE HOWL OF PAIN! THE LYCEROPED hits the floor. Dead.
THE CRYSTAL SWORD buried deep inside him.
SUPERMAN stands over the THING. PLUCKS his sword out.

CUT TO:

INT. LEXCORP- CORRIDOR - NIGHT

LEX AND KITTY sneak warily along the corridor.

(CONTINUED)

CONTINUED:

KITTY
Where are we going? The elevator to the lobby's the other way.

LEX pauses. Gives her a look. Hesitating.

LUTHOR
Did you really mean that, about me being a jerk?

KITTY
We're going to die in a few minutes, Lexy let's not fight.

He gives her a look.

LUTHOR
All I meant was, maybe you're right. I'm contemplating doing something good. Bear with me here. I'm feeling awkward.

KITTY
I'm listening.

LUTHOR
There's a way we might be able to keep the power centers from going critical and save the planet.

KITTY just stares at him.

KITTY
You're debating this?

CUT TO:

EXT. LEXCORP - ROOFTOP - NIGHT

BRAINIAC stands at the MONITOR, rapidly searching...
ANGLE AFTER ANGLE. Can't find Superman.
Brainiac frowns. Disconcerted. Then...

THE ROOFTOP DOOR is smashed from its hinges!
CRASH! It lands yards away. Splinters.
BRAINIAC turns. Staring in surprise.

(CONTINUED)

CONTINUED:

SUPERMAN limps into the rooftop light. SWORD in hand.
THE ARMOR is cracked and smashed. Revealing...
THE MIDNIGHT BLUE and CRIMSON of his torn costume beneath.
SUPERMAN pauses. Fixes a COLD STARE on Brainiac.

BRAINIAC looks back with a quizzical expression.

BRAINIAC
How many times do I have to kill you?

SUPERMAN
More than once.

BRAINIAC smiles.

BRAINIAC
Very well.

He steps away from the MONITOR.

BRAINIAC
You've brought a sword. I approve.
(then)
So did I...

BRAINIAC produces a GLEAMING SCIMITAR from his robes.
It's blade glints a shimmering GREEN in the roof light.

BRAINIAC
Mine's made of Kryptonite.

SUPERMAN stares at the deadly blade. Unflinching.
THE TWO WARRIORS face each other across the roof.
For a moment. Nothing moves. Then...

SUPERMAN AND BRAINIAC fly at each other!
Leaping the distance between them in a heartbeat!
THEIR SWORDS furiously CLASH in a midair blur. Then...

THEY BOTH LAND back on the roof. Whirl. Staring.
SUPERMAN glances down at his arm.
A WOUND SIZZLES and SMOKES where the KRYPTONITE bit him.
BRAINIAC grins.

BRAINIAC
Feel it, Kal-el. It is only the beginning.

CUT TO:

INT. LEXCORP - CORRIDOR - LABORATORY - NIGHT

LEX AND KITTY cautiously approach the door. No one around. Lex gingerly grabs the nob. Turns it.

CUT TO:

INT. LABORATORY

LEX AND KITTY slip inside. Give a sweeping glance around. No workers. No Lexmen. No Brainiac. Nobody. THE KRYPTONITE COLLECTOR throbs in the middle of the room. THE ENERGY STREAM ROARING through it. Up to the roof. KITTY gapes. LEX too.

KITTY
You're going to reach into that thing?

LUTHOR
It wasn't doing that the last time I was here. Pulling the Kryptonite out is the only way to shut off the beam.

LEX gulps hard. Approaches.

KITTY
Be careful.

LUTHOR
Careful? I'm probably gonna get melted

KITTY frowns. Concerned.

KITTY
Try anyway.

LEX sighs. What the hell. Steps toward the CYLINDER. Slowly reaches for the latch. Trembling. Suddenly... A LYCEROPED whips around from the back of the cylinder.

(CONTINUED)

CONTINUED:

JAWS just inches from Lex. Snarling.
LEX SCREAMS as the LYCEROPED LEAPS...

CUT TO:

EXT. LEXCORP - ROOFTOP

SUPERMAN AND BRAINIAC CRASH together. SWORDS CLANGING!
BRAINIAC smashes an elbow into Superman's head.
SUPERMAN tumbles back.
BRAINIAC presses his attack. Slashing again and again.

SUPERMAN'S ARMOR shatters under the blows!
Pieces splinter off. The suit begins to disintegrate.

SUPERMAN paries a blow to his head, rolls away. Then...
CLANG! The sword hilts lock in a momentary pause.
BRAINIAC laughs. Realizing...

BRAINIAC
You're weak Kal-el. Where are your powers? Have they fled you? I feel the life seeping away from you.

SUPERMAN glares at him with pure unadulterated hate.

SUPERMAN
There's enough of me left to cut open your heart and send you back to hell.

BRAINIAC glares. Then HEAVES with all his might.
SUPERMAN staggers back as BRAINIAC slashes.
THE KRYPTONITE SWORD slices across his chest. BURNING.
SUPERMAN grimaces in pain. SCREAMS as his flesh smokes.

BRAINIAC grins. Twirls Sends a boot toward Superman's head.
SUPERMAN TUMBLES back. CRASHES against the ENERGY ANTENNA.
He painfully rolls on his back. Sees...

THE SKULL SHIP descending closer to earth.
AND THE BEAM pulsing madly up to it. Then...
BRAINIAC stands over him. Leering down.
The KRYPTONITE sword poised to strike.

(CONTINUED)

CONTINUED:

BRAINIAC
Your father died well, Kal-el. And had the sense to stay where I sent him. You would be a great disappointment to him. You've disappointed me.

LOIS suddenly appears behind Brainiac.
ENERGY ASSAULT WEAPON raised ad aimed at his back.

LOIS
Get away from my boyfriend you green son of a bitch!

BRAINIAC pauses. Surprised. Turns a bit to look.
MAL-AR stands nearby. Aiming a weapon too.

BRAINIAC
In a minute.

CUT TO:

INT. LEXCORP - LABORATORY

LEX TUMBLES as the LYCEROPED leaps after him.
SCRAMBLING away on his backside. Terrified. SCREAMING!
THE SNAPPING JAWS lunge toward him.

LUTHOR
Get away from me!

LEX runs out of floor. He backs into wall.
THE LYCEROPED rises on its haunches. SNARLING.
Prepares to leap for the kill, when...

KITTY, horrified, desperately looks for a weapon.
Her eyes settle on the KRYPTONITE'S TITANIUM CYLINDER.
She grabs it. WRENCHES it from its base.
THE POWER BEAM instantly dissolves as...
KITTY swings the heavy cylinder like a club!

KITTY
Stop eating my Lexy!

THE CYLINDER smashes down on the BEAST'S HEAD.
Again. And again. And again. Until...

(CONTINUED)

CONTINUED:

THE LYCEROPED slumps to the floor. Still.
KITTY drops the cylinder. Cradles Lex.

KITTY
Lexy! Lexy! Are you okay?

LEX shakes himself back to his senses.
Tries to get up.

LUTHOR
Must... stop... cylinder...

KITTY
I did that, honey. You just rest.
Everything's okay...

CUT TO:

INT. LEXCORP - POWER CENTER

THE OVERLOADED TURBINES whir to a stop. As...
THE METERS AND GAUGES begin to fall to safe levels...

CUT TO:

EXT. LEXCORP - ROOFTOP

BRAINIAC, still stands over Superman. Sword raised.
LOIS AND MAL-AR still aim at him. Then...

THE POWER BEAM climbing toward the SKULL SHIP fades.
COLLAPSING back into itself like a turned off hose.
EVERYONE stares. Surprised.

BRAINIAC scowls. Preparing to die...
MAL-AR AND LOIS pull their triggers.
NOTHING. No more power to operate them.

BRAINIAC grins. Looks down at Superman. Sword arcing...
SUPERMAN swiftly kicks and rolls away.
THE KRYPTONITE BLADE cuts right through SUPERMAN'S SWORD.
AND HITS THE ROOFTOP where he lay a second before.

SUPERMAN now crawls to his knees. The ARMOR gone.
The remnants of his strength ebbing.
He rises unsteadily. Faces BRAINIAC.

(CONTINUED)

CONTINUED:

The SUPERMAN SUIT in tatters over him.
BRAINIAC sees his victory. Swings his sword...

SUPERMAN looks into LOIS EYES, preparing to die. Again.
THE KRYPTONITE SWORDS slices through the air...

MAL-AR is suddenly there. Diving in front of Superman.
THE KRYPTONITE blade sinks deep in his belly.
BRAINIAC stares into Mal-ar's eyes. Shocked.
Begins to pull the blade back out.
MAL-AR grabs it. Holds it in place.
BRAINIAC can't retrieve it.
MAL-AR smiles as he SNAPS the blade. Sinks to his knees.

BRAINIAC stares oddly at the useless hilt. Drops it.

SUPERMAN gapes. Stunned. Kneels beside Mal-ar.

SUPERMAN
Why?

MAL-AR
My life is nothing... as I told you.
(a weak smile)
You have the steel of your father and the heart of your mother.
(then)
End this... end this hate in your soul.

MAL-AR closes his eyes and dies.
SUPERMAN gazes down at his face. Then...
Slowly rises. Limps toward Brainiac.

SUPERMAN
You're less than nothing. A disease that living things catch. One day we'll cure ourselves of you.

BRAINIAC glares at him. Then glances hard at Lois.
Swiftly turns, grabs her, pulls her to the building's edge.

LOIS
Let go! No! No!

(CONTINUED)

LOIS struggles but Brainiac is much stronger.
BRAINIAC lifts her into the air with one arm.
Dangles her over the side.

LOIS gapes down at the street. Terrified
THE SIDEWALK beckons a hundred stories below.

SUPERMAN quickly limps toward the side too. Yards away.
Too far to away to stop him.

SUPERMAN
Don't.

BRAINIAC nods yes.

BRAINIAC
Before I kill you, I want to watch you lose everything.

SUPERMAN
Please.

LOIS looks over at Superman. Calming herself. Preparing.
Their eyes meet. Superman sees his whole life in hers.

LOIS
I'm not afraid...

BRAINIAC releases his grip.
LOIS falls swiftly from sight...
SUPERMAN gapes. Closes his eyes. Then...

SUPERMAN jumps over the side after her.
BRAINIAC stares. Amazed. Puzzled.

LOIS FALLS through the air. Eyes open. Watching it come.
SUPERMAN plummets behind her. Eyes closed. Letting go...
Then...

SUPERMAN'S EYES SNAP OPEN. Something strange is happening.
He's slowing down. Then not falling at all. Then... FLYING!

SUPERMAN grins, amazed. Then quickly SNAP ROLLS around.
Sees Lois falling far below him...
SUPERMAN dives for her like a ROCKET!

CONTINUED: (3)

SWOOPS beneath her and SCOOPS her in his arms...
LOIS gazes into his eyes. Then clutches him tightly.

LOIS
I knew.

SUPERMAN
I didn't.

LOIS
I know.

SUPERMAN sets her gently on the ground.

SUPERMAN
I'll be right back.

CUT TO:

EXT. ROOFTOP

BRAINIAC touches the COMMUNICATOR on his tunic.

BRAINIAC
Come. Now. I am finished here.

CUT TO:

INT. SKULL SHIP

BRAINIAC appears as a hologram on the bridge.

SKULL SHIP
Of course, My lord.

CUT TO:

EXT. ROOFTOP

BRAINIAC watches as his SKULL SHIP descends lower. Then...
SOMETHING silently descends to the rooftop behind him.
Something in midnight blue with a blood red cape.
SUPERMAN'S eyes bore into the back of Brainiac's head.

BRAINIAC feels them. His expression changes... DREAD.
He slowly turns. Very, very surprised.

(CONTINUED)

CONTINUED:

SUPERMAN pins him with a stern gaze.

SUPERMAN
I was wrong. You have to kill me more than *twice*...

BRAINIAC turns. Furious.
Wrenches a PIPE from the blacked ENERGY BEAM tower.
Clutches it like a jagged LANCE. Whirls back.
Preparing for battle. But...

SUPERMAN isn't there. Brainiac turns confused.
A FIST SMASHES his face. He goes flying.
THE PIPE clatters useless to the roof.

SUPERMAN picks him up. FLINGS him at a wall. SMACK.
BRAINIAC slides down. Dazed.
SUPERMAN picks him up. Starting beating him.

SUPERMAN
I don't like you.
(smack)
I don't what you did to my parents...
(punch)
What you did to their world...
(smack)
What you did to my friends...
(punch, punch)
And especially what you did to me!

SUPERMAN flings Brainiac across the rooftop.
CRASH! He hits the ground hard.
Bleeding. Beaten. Finished.
BRAINIAC watches Superman stalk toward him. To end it.
He touches the communicator on his tunic.
We hear the VOICE of the SKULL SHIP.

SKULL SHIP
Yes, my Lord?

BRAINIAC
Do you love me?

CUT TO:

INT. SKULL SHIP

THE EARTH LOOMS very close through the Skull's sockets.
THE HOLOGRAPH shows BRAINIAC dying on the roof.

SKULL SHIP
(very quietly)
I do.

BRAINIAC HOLOGRAPH
Will you die with me?

SKULL SHIP
(very quietly)
I will.
(beat)
I am coming.

CUT TO:

EXT. ROOFTOP

BRAINIAC smiles as SUPERMAN strides to him.
SUPERMAN looks down. Tattered but victorious.
THE SKULL SHIP looms behind him. Approaching fast.

SUPERMAN
Do you find your death amusing?

BRAINIAC shakes his head no. Laughs.

BRAINIAC
Yours.

SUPERMAN stares down. Confused. Then...
He whirls around. Sees the ship SCREAMING down.
SUPERMAN grabs Brainiac. Hoists him up.

SUPERMAN
Then let's go meet it together.

SUPERMAN grabs Brainiac by the collar.
ROCKETS from the roof. Dragging him after.

CUT TO:

EXT. METROPOLIS - NIGHT

PEOPLE stand on the rooftops staring horrified as...
THE SKULL SHIP plunges earthward. Then...
It begins to GLOW, then BURN as it enters the atmosphere.

SUPERMAN flies toward it. BRAINIAC dangling after him.
THEY ROCKET upward as the SKULL SHIP plummets toward them.

CUT TO:

EXT. LEXCORP PLAZA - STREET

LOIS gazes up, apprehensively as SUPERMAN ascends.
JIMMY runs up to her. Eyes wide as he gawks skyward.

CUT TO:

EXT. SKY ABOVE METROPOLIS

SUPERMAN aims like a rocket for the approaching ship.
BRAINIAC turns to look. Growing apprehensive.

THE SKULL SHIP LOOMS before them. Immense. A juggernaut.
BRAINIAC'S FACE shows fear for the first time as...
SUPERMAN FLIES THEM BOTH right into the SKULL'S EYE...

CUT TO:

EXT. LEXCORP PLAZA - STREET

LOIS stares hard as the SKULL SHIP EXPLODES.
JIMMY flinches. Eyes wide as saucers as...
SUPERMAN disappears in the fireball.

CUT TO:

EXT. METROPOLIS - NIGHT

METROPOLIS'S CITIZENS gawk from the rooftops as...
THE SKULL SHIP disintegrates harmlessly.
The biggest free FIREWORKS SHOW on the planet.

(CONTINUED)

CUT TO:

EXT. LEXCORP PLAZA - STREET

LOIS keeps looking. Pensive.

LOIS
Please...

Then...
SUPERMAN appears behind the dying fireball. Alone.
He banks, soaring back toward the city.
LOIS gives a big sigh of relief. Smiles.
JIMMY snaps his camera. GRINNING from ear to ear.

LOIS
Thank god!

OLSEN
Outstanding!

LOIS
He's alive!

OLSEN
Great shot!

CUT TO:

EXT. METROPOLIS - ROOFTOPS- NIGHT

EVERYONE CHEERS as SUPERMAN wings his way back down.

DISSOLVE TO:

EXT. HILLSIDE - OUTSIDE METROPOLIS - DAWN

A clear and sunny morning. A gentle breeze blows.
Tugging at the green branches of the trees.
In the distance, Metropolis glistens like a jewel.
Just before us is a stone marker. It reads:

MAL-AR
THE LAST KNIGHT OF KRYPTON

LOIS lays a bouquet of flowers upon it. Rises. CLARK KENT stands beside her.

CLARK
I think he'll like it here. It's a peaceful spot. He never got to see enough of those.

LOIS AND CLARK turn and stroll away...

CUT TO:

EXT. ANOTHER PART OF THE HILLSIDE - DAWN

LOIS AND CLARK watch the sun rise over the city.

LOIS
What happens now?

CLARK shrugs. Thinking. Glances skyward.

CLARK
There are people out there waiting for me, Lois. My people. They need me. I have to find them.

LOIS
You have people here too.

CLARK nods.

CLARK
I know.

LOIS
You belong to two worlds, Clark. You're going to have to choose.

CLARK. Nods.

CLARK
I have.

CONFIDENTIAL

LOIS smiles.

LOIS
I know. I'm going with you.

CLARK looks at her surprised.

CLARK
So I'm leaving?

LOIS nods. With certainty.

LOIS
I know you. And I already lost you once. That was enough.

CLARK
How do you know your invited?

LOIS stops. Smiles. Puts her arms around him. Kisses him.

LOIS
Try and stop me.

CLARK smiles back. Hold on them...

FADE OUT.